## 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 seek independent advice from licensed securities dealer, registered institution in securities, bank, solicitor, professional accountant or other professional adviser.

**If you** have **sold or transferred** all your shares in **Concord Healthcare Group Co., Ltd.,** you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# CONCORD HEALTHCARE GROUP CO., LTD.

# 美中嘉和醫學技術發展集團股份有限公司

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

**(Stock Code: 2453)**

# ABOLITION OF THE SUPERVISORY COMMITTEE AND THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE SHAREHOLDERS' MEETINGS AND THE PROCEDURAL RULES FOR MEETINGS OF THE BOARD; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular. The letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Friday, December 5, 2025 at 9:30 a.m. is set out on pages 86 to 87 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.concordmedical.com).

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of EGM (i.e. before 9:30 a.m. on Thursday, December 4, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM (or any adjournment thereof) if they so wish. In such event, the form of proxy shall be deemed to be revoked.

November 17, 2025

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

| | |
|---|---|
| "Articles of Association" | the Articles of Association of the Company |
| "Board" | the Board of Directors of the Company |
| "China" or "PRC" | the People's Republic of China, excluding, for the purposes of this Circular and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Company" | Concord Healthcare Group Co., Ltd. (美中嘉和醫學技術發展集團股份有限公司), a joint stock company incorporated in the PRC with limited liability on July 23, 2008, the issued H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2453) |
| "Company Law" or "PRC Company Law" | Companies Law of the People's Republic of China |
| "Directors" | the directors of the Company |
| "Domestic Share(s)" | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are not listed on the Stock Exchange |
| "Domestic Share Shareholder(s)" | holder(s) of Domestic Share(s) |
| "EGM" | the extraordinary general meeting of the Company to be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Friday, December 5, 2025 at 9:30 a.m., or any adjournment thereof |
| "H Share(s)" | ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars |
| "H Share Shareholder(s)" | holder(s) of H Shares |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |

| | |
|---|---|
| "Latest Practicable Date" | November 10, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time |
| "Share(s)" | ordinary share(s) in the issued capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s) |
| "Shareholder(s)" | holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Supervisory Committee" | the supervisory committee of the Company |
| "the Procedural Rules for Meetings of the Board" | the Procedural Rules for Meetings of the Board of the Company |
| "the Procedural Rules for the Shareholders' Meetings" | the Procedural Rules for the Shareholders' Meetings of the Company |

# CONCORD HEALTHCARE GROUP CO., LTD.
# 美中嘉和醫學技術發展集團股份有限公司

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

**(Stock Code: 2453)**

*Executive Directors:*
Dr. YANG Jianyu *(Chairman)*
Ms. FU Xiao
Mr. CHANG Liang

*Non-Executive Directors:*
Mr. WANG Lei
Mr. SONG Qingbao
Mr. SHI Botao

*Independent Non-Executive Directors:*
Ms. LI Xuemei
Mr. SUN Yansheng
Mr. NG Kwok Yin

*Registered office:*
Room B311, 3rd Floor, Building 7
No. 48, Zhongguancun South Road
Haidian District
Beijing, PRC

*Headquarters and Principal Place of Business in the PRC:*
Room 26A1-26A5, East Tower, Hanwei Building
No. 7 Guanghua Road
Chaoyang District
Beijing, PRC

*Principal Place of Business in Hong Kong:*
Room 1701, 9 Chong Yip Street
Kwun Tong, Kowloon
Hong Kong

November 17, 2025

*To the Shareholders*

Dear Sir/Madam,

## ABOLITION OF THE SUPERVISORY COMMITTEE AND THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE SHAREHOLDERS' MEETINGS AND THE PROCEDURAL RULES FOR MEETINGS OF THE BOARD; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

## I. INTRODUCTION

Reference is made to the announcement of the Company dated October 31, 2025 concerning, among other matters, the abolition of the Supervisory Committee and proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board. The purpose of this circular is

to provide shareholders with the relevant information concerning the proposed resolution to abolish the Supervisory Committee and the proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board, which are to be put forward at the EGM.

## II. ABOLITION OF THE SUPERVISORY COMMITTEE AND THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE PROCEDURAL RULES FOR THE SHAREHOLDERS' MEETINGS AND THE PROCEDURAL RULES FOR MEETINGS OF THE BOARD

On October 31 2025, the Board considered and approved the following: In accordance with the latest provisions of laws, regulations, and normative documents including the Company Laws and the Guidelines for the Articles of Association of Listed Companies, and taking into account the Company's actual situation, the Board agreed to abolish the Supervisory Committee. The functions and power of the Supervisory Committee shall be exercised by the Audit Committee of the Board, and the Procedural Rules for the Supervisory Committee shall be repealed accordingly. Concurrently, the Company shall amend relevant provisions of the Articles of Association, the Procedural Rules for the Shareholders' Meetings, and the Procedural Rules for Meetings of the Board in accordance with the Guidelines for the Articles of Association of Listed Companies and other relevant regulations. Details of the proposed amendments are set out in Appendices I, II, and III to this circular.

The Board believes that the proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board are in the interests of the Company and its shareholders. The Board is of the view that the proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board are in compliance with the relevant laws and regulations in the PRC and the Core Shareholder Protection Standards as set out in Appendix A1 of the Listing Rules, will not prejudice the protection of the Shareholders or have a material impact on the relevant shareholder protection measures, nor will it adversely affect the business operation of the Company. The proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings, and the Procedural Rules for Meetings of the Board are subject to consideration and approval by the Shareholders by way of a special resolution at the EGM.

Upon approval by the Shareholders at the EGM, the full texts of the Articles of Association, the Procedural Rules for the Shareholders' Meetings, the Procedural Rules for Meetings of the Board will be published on the websites of the Company and the Stock Exchange.

## III. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the record date will be December 5, 2025 and the register of members of H Shares of the Company will be closed from December 2, 2025 to December 5, 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents of H shares accompanied by the relevant shares certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on December 1, 2025.

## IV. NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages 86 to 87 of this circular is the notice of the EGM at which, inter alia, a special resolution will be proposed to the Shareholders to consider and approve the Resolution on the abolition of the Supervisory Committee and proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board

## V. FORM OF PROXY

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.concordmedical.com). Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 9:30 a.m. on Thursday, December 4, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish. In such event, the form of proxy shall be deemed to be revoked.

## VI. VOTING BY POLL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution set out in the notice of EGM will be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## VII. RECOMMENDATIONS

The Directors consider that the proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions set out in the notice of the EGM to approve the proposed amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board.

## VIII. OTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of EGM.

## IX. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
**Concord Healthcare Group Co., Ltd.**
**YANG Jianyu**
*Chairman of the Board and Executive Director*

## I. Proposed Amendments to the Articles of Association

Details of the proposed amendments to the Articles of Association are set out as follows:

| Before Amendments | After Amendments |
|---|---|
| **Article 6.** The registered capital of the Company is RMB716.338416 million, and the total investment is RMB716.338416 million. | **Article 6.** The registered capital of the Company is RMB~~71,633.8416~~783.662016 million, and the total investment is RMB~~71,633.8416~~783.662016 million. |
| **Article 8.** The Chairman of the Board is the legal representative of the Company. | **Article 8.** ~~The Chairman of the Board is the~~ The director or the manager who executes corporate affairs on behalf of the Company is the legal representative of the Company. If a director or manager serving as the legal representative resigns, he/she shall also be deemed to have resigned as the legal representative. If the legal representative resigns, the Company will determine a new legal representative within thirty days from the date of the resignation of the legal representative. |
| **None.** | **Article 9.** The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. The limitation on the powers and functions of the legal representative under these Articles of Association or by the Shareholders' Meeting shall not be asserted against a bona fide counterpart. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with laws or these Articles of Association. |

| Before Amendments | After Amendments |
|---|---|
| **Article 10.** The Articles of Association shall, with effect from their effective date, constitute the instrument with binding effect in governing the constitution and activities of the Company, and the rights and obligations between the Company and its shareholders and among shareholders, legally binding on the Company, its shareholders, Directors, supervisors, and senior management. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders; shareholders may institute legal proceedings against Directors, supervisors, general manager, and other senior management of the Company; the 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. | **Article 11.** The Articles of Association shall, with effect from their effective date, constitute the instrument with binding effect in governing the constitution and activities of the Company, and the rights and obligations between the Company and its shareholders and among shareholders, legally binding on the Company, its shareholders, Directors, ~~supervisors,~~ and senior management. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders; shareholders may institute legal proceedings against Directors, ~~supervisors,~~ general manager, and other senior management of the Company; the 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. |
| **Article 17.** The issue of the shares of the Company shall be based on the principles of openness, fairness, and impartiality, and shall rank pari passu in all respects with the shares of the same class.<br><br>Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares subscribed by any entity or individual shall be paid for at the same consideration. | **Article 18.** The issue of the shares of the Company shall be based on the principles of openness, fairness, and impartiality, and shall rank pari passu in all respects with the shares of the same class.<br><br>Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares subscribed by ~~any entity or individual the~~ the subscriber shall be paid for at the same consideration. |
| **Article 18.** The shares issued by the Company shall each have a par value of RMB1.00. | **Article 19.** The par value shares issued by the Company shall each have a par value of RMB1.00. |
| **Article 20.** The Company was approved by with the CSRC on February 13, 2023 and was approved by the Hong Kong Stock Exchange on January 8, 2024, to issue no more than 248,677,000 shares of Overseas Listed Foreign Shares. Upon completion of the issuance of the aforesaid Overseas Listed Foreign Shares, the share capital structure of the Company shall be as follows: the total number of shares of the Company shall be 716,338,416, all of which shall be ordinary shares with a nominal value of RMB1 each. | **Article 21.** The number of issued shares of the Company is 783,662,016, all of which are ordinary shares, comprising 469,787,392 unlisted shares and 313,874,624 H shares. |

| Before Amendments | After Amendments |
|---|---|
| **Article 21.** Neither the Company nor any of its subsidiaries (including its affiliates) shall provide any financial assistance in the form of grants, advances, guarantees, indemnities, or loans to persons purchasing or proposing to purchase the Company's shares. | **Article 22.** Neither the Company nor any of its subsidiaries (including its affiliates) shall provide any financial assistance in the form of grants, advances, guarantees, borrowings ~~indemnities, or loans or loans to persons purchasing or proposing to purchase the Company's shares.~~ for others to acquire the shares of the Company or its parent company, except for implementation of the Company's employee stock ownership plan.<br><br>For the benefit of the Company, pursuant to a resolution passed by the Shareholders' Meeting, or a resolution passed by the Board in accordance with the Articles of Association or authorization of the Shareholders' Meeting, the Company may provide financial assistance to others to obtain shares of the Company or its parent company, but the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the Board shall be approved by more than two-thirds of all directors. |
| **Article 22.** In accordance with laws and regulations, the Company may, based on its operating and development needs and the resolution of the general meeting, increase its capital by the following ways:<br><br>(I) Public offering of shares;<br><br>(II) Non-public offering of shares;<br><br>(III) Distributing bonus shares to existing shareholders;<br><br>(IV) Conversion of its capital reserve to share capital;<br><br>(V) Other ways permitted by laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed, and approved by the CSRC. | **Article 23.** In accordance with laws and regulations, the Company may, based on its operating and development needs and the resolution of the ~~general meeting~~ Shareholders' Meeting, increase its capital by the following ways:<br><br>(I) Issuance of shares to non-specific investors ~~Public offering of shares~~;<br><br>(II) issuance of shares to specific investors ~~Non-public offering of shares~~;<br><br>(III) Distributing bonus shares to existing shareholders;<br><br>(IV) Conversion of its capital reserve to share capital;<br><br>(V) Other ways permitted by laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed, and approved by the CSRC. |

| Before Amendments | After Amendments |
|---|---|
| **Article 28.** The Company shall not accept its own shares as collateral. | **Article 29.** The Company shall not accept its own shares as collateral. |
| **Article 29.** The promoters' shares of the Company shall not be transferable within one year from the date of the establishment of the Company. Shares issued by the Company prior to its public offering shall not be transferable within one year as of the date on which the shares are listed and traded in the Hong Kong Stock Exchange.<br><br>The Directors, supervisors and senior management of the Company shall truthfully declare the number of shares held by them and the relevant changes to the Company. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of the same class of shares of the Company held by them. The shares of the Company held by them shall not be transferable within one year from the date of listing and trading of the shares on a stock exchange. The shares of the Company held by them shall not be transferable within six months after their resignation. | **Article 30.** ~~The promoters' shares of the Company shall not be transferable within one year from the date of the establishment of the Company.~~ Shares issued by the Company prior to its public offering shall not be transferable within one year as of the date on which the shares are listed and traded in the Hong Kong Stock Exchange.<br><br>The Directors~~, supervisors~~ and senior management of the Company shall truthfully declare the number of shares held by them and the relevant changes to the Company. The number of shares transferred upon assumption of office each year during their term of office shall not exceed 25% of the total number of the same class of shares of the Company held by them. The shares of the Company held by them shall not be transferable within one year from the date of listing and trading of the shares on a stock exchange. The shares of the Company held by them shall not be transferable within six months after their resignation. |
| **Article 33.** Shareholders of the Company shall enjoy the following rights:<br><br>(I) To receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;<br><br>(II) To request, convene, preside over, attend or appoint a proxy to attend the general meeting and exercise the speaking rights and the corresponding voting rights in accordance with the law; | **Article 34.** Shareholders of the Company shall enjoy the following rights:<br><br>(I) To receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;<br><br>(II) To request holding, convene, preside over, attend or appoint a proxy to attend ~~the general meeting~~ Shareholders' Meeting and exercise ~~the speaking rights and~~ the corresponding voting rights in accordance with the law; |

| Before Amendments | After Amendments |
|---|---|
| (III) To supervise, and make recommendations or inquiries on the operation of the Company; | (III) To supervise, and make recommendations or inquiries on the operation of the Company; |
| (IV) To transfer, bestow or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association; | (IV) To transfer, bestow or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association; |
| (V) To inspect the Articles of Association, the register of shareholders, the Company's bond stubs, minutes of general meetings, resolutions of the Board meetings and meetings of the Supervisory Committee, and financial and accounting reports; | (V) To inspect, copy the Articles of Association, the register of shareholders, ~~the Company's bond stubs,~~ minutes of ~~general meetings~~ Shareholders' Meeting, resolutions of the Board meetings~~ and meetings of the Supervisory Committee,~~ and financial and accounting reports, shareholders who meet the requirements may inspect the Company's accounting books and certificates; |
| (VI) To participate in the distribution of the Company's remaining assets in proportion to their shareholdings upon the termination or liquidation of the Company; | (VI) To participate in the distribution of the Company's remaining assets in proportion to their shareholdings upon the termination or liquidation of the Company; |
| (VII) To require the Company to acquire its shares by the shareholders who object to a resolution of a general meeting on the merger or division of the Company; | (VII) To require the Company to acquire its shares by the shareholders who object to a resolution of ~~a general meeting~~ the Shareholders' Meeting on the merger or division of the Company; |
| (VIII) Other rights as provided by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles of Association. | (VIII) Other rights as provided by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles of Association. |

| Before Amendments | After Amendments |
|---|---|
| **Article 34.** Any shareholder requesting for inspection of the relevant information as set forth in the preceding paragraph or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity.<br><br>**Article 35.** Shareholders shall keep confidential the information and data they inspected. | **Article 35.** Any shareholder requesting for inspection and copy of the relevant information as set forth in the preceding paragraph ~~or for obtaining information~~ shall comply with laws and administrative regulations such as the Company Law, the Securities Law. ~~furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity.~~ Shareholders shall keep confidential the information and data they inspected.<br><br>If a shareholder who separately or collectively holds above 3% of the shares of the Company for above 180 consecutive days requests to inspect the accounting books and certificates of the Company, he/she shall submit a written request to the Company stating the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and certificates for an improper purpose that may harm the lawful interests of the Company, it may refuse to provide access for inspection, and shall reply to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons therefor.<br><br>Shareholders may appoint an intermediary agency, such as an accounting firm or a law firm, to inspect the materials provided for in the preceding paragraph.<br><br>Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information when inspecting and making copies of relevant information. |

| Before Amendments | After Amendments |
|---|---|
| **Article 35.** Shareholders are entitled to request the People's Court to invalidate the resolutions of a general meeting or a Board meeting which violates the laws and administrative regulations.<br><br>The shareholders shall be entitled to request the People's Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of the general meeting or Board meeting violates the laws, administrative regulations or the Articles of Association, or the resolution content breaches the Articles of Association. | **Article 36.** Shareholders are entitled to request the People's Court to invalidate the resolutions of ~~a general meeting~~ the Shareholders' Meeting or a Board meeting which violates the laws and administrative regulations.<br><br>The shareholders shall be entitled to request the People's Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of ~~the general meeting~~ the Shareholders' Meeting or Board meeting violates the laws, administrative regulations or the Articles of Association, or the resolution content breaches the Articles of Association. Unless there is only a minor defect in the procedures for convening a Shareholders' Meeting or the meeting of the Board or in the manner of voting thereat, which does not materially affect the resolution.<br><br>Where the Board, shareholders and other relevant parties dispute the validity of a resolution of the Shareholders' Meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling, the relevant parties shall execute the resolution of the Shareholders' Meeting. The Company, its directors and senior management shall fulfill their duties in good faith to ensure the normal operation of the Company.<br><br>If the People's Court makes a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, and the requirements of the CSRC and stock exchanges, fully explain the impacts and actively cooperate with the execution of the judgment or ruling after it has taken effect. Where corrections to prior periods are involved, they will be handled in a timely manner and the Company shall fulfill corresponding information disclosure obligations. |

| Before Amendments | After Amendments |
|---|---|
| **None.** | **Article 37.** Resolutions of the Shareholders' Meeting or Board meeting of the Company shall not be valid under any of the following circumstances:<br><br>(I) No Shareholders' Meeting or Board meetings has been convened to pass the resolution;<br><br>(II) The resolution is not voted on at the Shareholders' Meeting or Board meeting;<br><br>(III) The number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;<br><br>(IV) The number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association. |
| **Article 36.** In the event of violation of laws, administrative regulations or the provisions of the Articles of Association by a Director or a senior management in performing his/her duties, resulting in losses to the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the Supervisory Committee to institute a legal action in a People's Court. In the event of violation of laws, administrative regulations or the provisions of the Articles of Association by the Supervisory Committee in performing its duties, resulting in losses to the Company, the shareholders shall have the right to make a written request to the Board to institute a legal action in a People's Court. | **Article 38.** In the event of violation of laws, administrative regulations or the provisions of the Articles of Association by a Director (other than the members of the Audit Committee) or a senior management in performing his/her duties, resulting in losses to the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the ~~Supervisory Committee~~ members of the Audit Committee to institute a legal action in a People's Court. In the event of violation of laws, administrative regulations or the provisions of the Articles of Association by ~~the Supervisory Committee~~ the Audit Committee in performing its duties, resulting in losses to the Company, the shareholders shall have the right to make a written request to the Board to institute a legal action in a People's Court. |

| Before Amendments | After Amendments |
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| Upon receipt of the written request by the shareholders as stipulated in the preceding paragraph, in case the Supervisory Committee and/or the Board refuses to institute a legal action or fails to institute a legal action within 30 days from receipt of such request, or under urgent circumstances the Supervisory Committee and/or the Board fails to file a litigation immediately, causing irreparable damages to the Company, the shareholders shall have the right to institute a legal action with a People's Court directly in their own name for protecting the Company's interests.<br><br>In the event that any person infringes the legal interests of the company and causes losses thereto, the shareholders specified in paragraph 1 of this section may file a lawsuit to a People's Court in accordance with the provisions of the preceding two paragraphs. | Upon receipt of the written request by the shareholders as stipulated in the preceding paragraph, in case ~~the Supervisory Committee~~ the members of the Audit Committee and/or the Board refuses to institute a legal action or fails to institute a legal action within 30 days from receipt of such request, or under urgent circumstances the Supervisory Committee and/or the Board fails to file a litigation immediately, causing irreparable damages to the Company, the shareholders shall have the right to institute a legal action with a People's Court directly in their own name for protecting the Company's interests.<br><br>In the event that any person infringes the legal interests of the company and causes losses thereto, the shareholders specified in paragraph 1 of this section may file a lawsuit to a People's Court in accordance with the provisions of the preceding two paragraphs.<br><br>Where the directors, supervisors, senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the 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 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. |

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| **Article 38.** Shareholders of the Company shall assume the following obligations:<br><br>(I) Complying with the laws, administrative regulations and the Articles of Association;<br><br>(II) Paying subscription moneys for the shares subscribed in accordance with the agreed manner of payment;<br><br>(III) No withdrawal from the Company except for the circumstances set out in the relevant laws and administrative regulations;<br><br>(IV) No abuse of shareholder's rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;<br><br>(V) Other obligations that should be assumed under laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association. | **Article 40.** Shareholders of the Company shall assume the following obligations:<br><br>(I) Complying with the laws, administrative regulations and the Articles of Association;<br><br>(II) Paying subscription moneys for the shares subscribed in accordance with the agreed manner of payment;<br><br>(III) Not to withdraw its share capital ~~No withdrawal from the Company~~ except for the circumstances set out in the relevant laws and administrative regulations;<br><br>(IV) No abuse of shareholder's rights to damage the interests of the Company or other shareholders; no abuse of the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;<br><br>(V) Other obligations that should be assumed under laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association. |
| **Article 39.** Where A Shareholder holding 5% or more of the Company's shares with voting rights, pledges any shares in his/her possession, such shareholder shall submit a written report to the Company from the date when such shareholder pledges his/her shares. | **Deleted.** |

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| **Article 40.** Controlling shareholders and actual controllers of the Company shall not damage the interests of the Company by taking advantage of their affiliation. They shall be liable for indemnifying the Company for the losses arising therefrom in case of violation of such requirement.<br><br>The controlling shareholders and actual controllers of the Company shall bear the fiduciary duty to the Company and shareholders of public shares. The controlling shareholders shall exercise the rights of the investor in strict accordance with the law. The controlling shareholders shall not damage the legitimate rights and interests of the Company and the shareholders of public shares by means of profit distribution, asset restructuring, outbound investment, capital occupation, loan guarantee, etc., or shall not damage the interests of the Company and the shareholders of public shares by means of its controlling position. | **Article 41.** Controlling shareholders and actual controllers of the Company ~~shall not damage the interests of the Company by taking advantage of their affiliation. They shall be liable for indemnifying the Company for the losses arising therefrom in case of violation of such requirement.~~ shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, provisions of the CSRC and the stock exchange of the place where the Company's shares are listed, to safeguard the interests of the Company.<br><br>~~The controlling shareholders and actual controllers of the Company shall bear the fiduciary duty to the Company and shareholders of public shares. The controlling shareholders shall exercise the rights of the investor in strict accordance with the law. The controlling shareholders shall not damage the legitimate rights and interests of the Company and the shareholders of public shares by means of profit distribution, asset restructuring, outbound investment, capital occupation, loan guarantee, etc., or shall not damage the interests of the Company and the shareholders of public shares by means of its controlling position.~~ |
| **None.** | **Article 42.** The controlling shareholders and de facto controllers of the Company shall abide by the following provisions:<br><br>(I) exercise shareholder rights in accordance with the law, not to abuse controlling power, or exploit connected-party relationships to harm the legitimate rights and interests of the Company or other shareholders;<br><br>(II) strictly fulfill public statements and commitments made, without unauthorized changes or waivers;<br><br>(III) strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur; |

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| | (IV) shall not misappropriate the Company's funds in any way;<br><br>(V) shall not coerce, instruct, or require the Company and related personnel to illegally provide guarantees;<br><br>(VI) shall not seek benefits using the Company's undisclosed significant information, shall not disclose any undisclosed significant information about the Company in any way, and shall not engage in insider trading, market manipulation, or other illegal activities;<br><br>(VII) shall not damage the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset reorganization, external investments, or any other means;<br><br>(VIII) ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence, and business independence, and shall not in any way affect the Company's independence;<br><br>(IX) comply with laws, administrative regulations, provisions of the CSRC, the stock exchanges and other provisions of the Articles of Association.<br><br>The controlling shareholders and de facto controllers of the Company who do not serve as directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles of Association regarding the fiduciary duty and diligence duty of directors.<br><br>If the controlling shareholders and de facto controllers of the Company instruct directors or senior management officers to engage in actions that harm the interests of the Company or shareholders, they shall be jointly liable with the director or senior management officers concerned. |

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| **None.** | **Article 43.** If the controlling shareholders and de facto controllers pledge the Company's shares they hold or actually control, they should maintain the Company's controlling interests and ensure stable production and operation. |
| **None.** | **Article 44.** If the controlling shareholders and de facto controllers transfer their holdings of the Company's shares, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, provisions of the CSRC and the stock exchanges, as well as the commitments they have made regarding restricted share transfers. |
| **Article 41.** The general meeting is the source of authority of the Company and shall exercise the following functions and power:<br><br>(I) To decide on the business policy and investment plan of the Company;<br><br>(II) To elect and replace Directors and supervisors who are not staff representatives, and to decide on matters relating to their remunerations;<br><br>(III) To consider and approve the reports of the Board;<br><br>(IV) To consider and approve the reports of the Supervisory Committee;<br><br>(V) To consider and approve the annual financial budgetary plans and final accounting plans of the Company;<br><br>(VI) To consider and approve the profit distribution plan and loss recovery plan of the Company;<br><br>(VII) To consider and approve the increase or reduction of the Company's registered capital;<br><br>(VIII) To consider and approve the issuance of corporate bonds; | **Article 45.** The Shareholders' Meeting of the Company shall be composed of all Shareholders. The ~~general meeting~~ Shareholder's Meeting is the source of authority of the Company and shall exercise the following functions and power:<br><br>(I) ~~To decide on the business policy and investment plan of the Company;~~ To elect and replace Directors ~~and supervisors who are not staff representatives~~, and to decide on matters relating to their remunerations;<br><br>(II) To consider and approve the reports of the Board;<br><br>(III) To consider and approve the profit distribution plan and loss recovery plan of the Company;<br><br>~~(IV) To consider and approve the reports of the Supervisory Committee;~~<br><br>(IV) To consider and approve the increase or reduction of the Company's registered capital;<br><br>~~(V) To consider and approve the annual financial budgetary plans and final accounting plans of the Company;~~<br><br>(V) To consider and approve the issuance of corporate bonds; |

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| (IX) To consider and approve matters such as the merger, division, dissolution, liquidation, or change of company form of the Company; | (VI) To consider and approve matters such as the merger, division, dissolution, liquidation, or change of company form of the Company; |
| (X) To amend the Articles of Association; | (VII) To amend the Articles of Association; |
| (XI) To resolve on the appointment or dismissal of engagement of the accounting firm by the Company; | (VIII) To resolve on the appointment or dismissal of engagement of the accounting firm engaged in the audit work of the Company by the Company; |
| (XII) To consider and approve the guarantee matters set out in Article 42 hereof; | (IX) To consider and approve the guarantee matters set out in Article 46 hereof; |
| (XIII) To consider and approve the purchase or disposal of material assets by the Company within one year exceeding 30% of the Company's latest audited total assets; | (X) To consider and approve the purchase or disposal of material assets by the Company within one year exceeding 30% of the Company's latest audited total assets; |
| (XIV) To consider and approve the change of use of proceeds; | (XI) To consider and approve the change of use of proceeds; |
| (XV) To consider equity incentive plans and ESOP; | (XII) To consider equity incentive plans and ESOP; |
| (XVI) To consider and approve other matters that should be resolved on by the general meeting according to laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, and the Articles of Association, other regulations of the Company. | (XIII) To consider and approve other matters that should be resolved on by the ~~general meeting~~ Shareholders' Meeting according to laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the other regulations of the Company.<br><br>The Shareholders' Meeting may authorize the Board to resolve on the issue of corporate bonds.<br><br>Except as otherwise provided by laws, administrative regulations, departmental regulations, the functions and powers of the Shareholders' Meeting as described above shall not be exercised by the Board or other institutions and personnel on its behalf by way of authorization. |

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| **Article 44.** The Company shall convene an EGM within two months under any of the following circumstances:<br><br>(I) When the number of Directors is less than the minimum number specified in the Company Law or falls below the two-thirds of the number required by the Articles of Association;<br><br>(II) The uncovered loss of the Company reaches one-third of the total paid-in share capital;<br><br>(III) Upon written request(s) by shareholders individually or collectively holding more than 10% of the Company's shares;<br><br>(IV) When the Board considers it necessary;<br><br>(V) When the Supervisory Committee proposes such a meeting be held;<br><br>(VI) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. | **Article 48.** The Company shall convene an ~~EGM~~ Extraordinary Shareholders' Meeting within two months under any of the following circumstances:<br><br>(I) When the number of Directors is less than the ~~minimum~~ number specified in the Company Law or falls below the two-thirds of the number required by the Articles of Association;<br><br>(II) The uncovered loss of the Company reaches one-third of the total ~~paid-in~~ share capital;<br><br>(III) Upon written request(s) by shareholders individually or collectively holding more than 10%<br><br>(IV) When the Board considers it necessary;<br><br>(V) When the~~ Supervisory Committee~~ Audit Committee proposes such a meeting be held;<br><br>(VI) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. |

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| **Article 45.** The place for convening a general meeting of the Company shall be the domicile of the Company or other locations specified in the notice of the general meeting. A venue shall be set for the general meeting which shall be convened on site. The Company may provide the Internet or other means to facilitate shareholders to participate in the general meeting. Shareholders who participate in the general meeting in the aforesaid manner shall be deemed as present. After the notice of the general meeting is issued, the venue of the meeting shall not be changed without proper reasons. If a change is necessary, the convener shall notify each shareholder at least two working days before the date of the on-site meeting and give explanations. | **Article 49.** The place for convening Shareholders' Meeting ~~a general meeting~~ of the Company shall be the domicile of the Company or other locations specified in the notice of the ~~general meeting~~ Shareholders' Meeting. A venue shall be set for the ~~general meeting~~ Shareholders' Meeting which shall be convened on site. The Company may provide the Internet or other means to facilitate shareholders to participate in the ~~general meeting~~ Shareholders' Meeting. Shareholders who participate in the ~~general meeting~~ Shareholders' Meeting in the aforesaid manner shall be deemed as present.<br><br>After the notice of the ~~general meeting~~ Shareholders' Meeting is issued, the venue of the meeting shall not be changed without proper reasons. If a change is necessary, the convener shall notify each shareholder at least two working days before the date of the on-site meeting and give explanations. |

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| **Article 47.** The Supervisory Committee shall have the right to propose to the Board to convene an EGM, and shall make such proposal in writing. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.<br><br>If the Board agrees to convene an EGM, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Changes to the original proposal in the notice shall be subject to the approval of the Supervisory Committee.<br><br>If the Board does not agree to convene an EGM, or fails to provide a written feedback within ten days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening an EGM. The Supervisory Committee may convene and preside over the meeting on its own. | **Article 51.** ~~The Supervisory Committee~~The Audit Committee shall have the right to propose to the Board to convene an ~~EGM~~ Extraordinary Shareholders' Meeting, and shall make such proposal in writing. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the proposal.<br><br>If the Board agrees to convene an~~ EGM~~ Extraordinary Shareholders' Meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the~~ general meeting~~ Shareholders' Meeting. Changes to the original proposal in the notice shall be subject to the approval of ~~the Supervisory Committee~~ the Audit Committee.<br><br>If the Board does not agree to convene an Extraordinary Shareholders' Meeting, or fails to provide a written feedback within ten days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening an ~~EGM~~ Extraordinary Shareholders' Meeting. The Supervisory Committee may convene and preside over the ~~general meeting~~ Shareholders' Meeting on its own. |

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| **Article 48.** On the one vote per share basis, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene an EGM, which shall be submitted in writing to the Board. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the meeting within ten days upon receipt of the request.<br><br>If the Board agrees to convene the EGM, the Board shall serve a notice of such meeting within five days after the Board resolution is made. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.<br><br>If the Board disagrees to convene an EGM or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee to convene the EGM and shall submit their request in writing.<br><br>If the Supervisory Committee agrees to convene an EGM, the Supervisory Committee shall, with five days upon receipt of the request, issue a notice calling for the meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders.<br><br>If the Supervisory Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Supervisory Committee shall not convene or preside over the general meeting, in which case, the 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 meeting by themselves. | **Article 52.** On the one vote per share basis, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene an ~~EGM~~ Extraordinary Shareholders' Meeting, which shall be submitted in writing to the Board. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the Extraordinary ~~meeting~~ Shareholders' Meeting within ten days upon receipt of the request.<br><br>If the Board agrees to convene the Extraordinary Shareholders' Meeting, the Board shall serve a notice of such meeting within five days after the Board resolution is made. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.<br><br>If the Board disagrees to convene an Extraordinary Shareholders' Meeting or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall ~~have the right to~~ propose to the ~~Supervisory Committee~~ Audit Committee to convene the Extraordinary Shareholders' Meeting and shall submit their request in writing.<br><br>If the ~~Supervisory Committee~~ Audit Committee agrees to convene an EGM, the Supervisory Committee shall, with five days upon receipt of the request, issue a notice calling for the ~~meeting~~ Shareholders' Meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders.<br><br>If the ~~Supervisory Committee~~Audit Committee fails to give the notice of the ~~general meeting~~ Shareholders' Meeting within the specified time limit, it shall be deemed that the ~~Supervisory Committee~~ Audit Committee shall not convene or preside over the general meeting, in which case, the 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 meeting by themselves. |

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| **Article 49.** When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they shall notify the Board in writing and make filing with the securities regulatory authority of the place where the Company's shares are listed and the stock exchange where the Company's shares are listed in accordance with applicable regulations for record (if necessary).<br><br>Before a resolution at a general meeting is made, the shareholding percentage of the convening shareholders shall be not less than 10%. | **Article 53.** When the ~~Supervisory Committee~~ Audit Committee or the shareholders decide to convene a Shareholders' Meeting ~~general meeting~~ by themselves, they shall notify the Board in writing and make filing with the securities regulatory authority of the place where the Company's shares are listed and the stock exchange where the Company's shares are listed in accordance with applicable regulations for record (if necessary).<br><br>When the notice of the Shareholders'Meeting is given and the announcement of a resolution of the Shareholders' Meeting is made by the Audit Committee or shareholders convening the meeting, the Audit Committee or shareholders convening the meeting shall make filing with the securities regulatory authority of the place where the Company's shares are listed and the stock exchange where the Company's shares are listed in accordance with applicable regulations for record (if necessary).<br><br>Before a resolution at the Shareholders' Meeting ~~a general meeting~~ is made, the shareholding percentage of the convening shareholders shall be not less than 10%. |
| **Article 50.** The Board and the secretary shall align with the general meeting convened by the Supervisory Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the record date. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a general meeting. | **Article 54.** The Board and the secretary shall align with the ~~general meeting~~ Shareholders' Meeting convened by the ~~Supervisory Committee~~ Audit Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the record date. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a ~~general meeting~~ Shareholders' Meeting. |
| **Article 51.** If the Supervisory Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company. | **Article 55.** If the ~~Supervisory Committee~~ Audit Committee or shareholders convene a ~~general meeting~~ Shareholders' Meeting on their own, the expenses necessary for the meeting shall be borne by the Company. |

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| **Article 53.** Where the Company convenes a general meeting, the Board, the Supervisory Committee, and the shareholders who individually or collectively hold more than 3% of the Company's shares shall have the right to make proposals to the Company.<br><br>The shareholders who individually or collectively hold more than 3% of the Company's shares may raise a temporary proposal and submit it to the convener in writing ten days before the general meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to announce the content of the temporary proposal.<br><br>..... | **Article 57.** Where the Company convenes a ~~general meeting~~ Shareholders' Meeting, the Board, the ~~Supervisory Committee~~ Audit Committee, and the shareholders who individually or collectively hold more than 1%~~3%~~ of the Company's shares shall have the right to make proposals to the Company.<br><br>The shareholders who individually or collectively hold more than ~~3%~~1% of the Company's shares may raise a temporary proposal and submit it to the convener in writing ten days before the ~~general meeting~~ Shareholders' Meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to announce the content of the temporary proposal and submit the same to the Shareholders' Meeting for consideration, provided that the temporary proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the Shareholders' Meeting.<br><br>..... |
| **Article 54.** The convener will notify all shareholders of an AGM by way of an announcement 21 days prior to the convening thereof, and notify all shareholders of an EGM by way of an announcement 15 days prior to the convening thereof. | **Article 58.** The convener will notify all shareholders of an Annual Shareholders' Meeting by way of an announcement 20~~21~~ days prior to the convening thereof, and notify all shareholders of Extraordinary Shareholders' Meeting by way of an announcement 15 days prior to the convening thereof. |

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| **Article 55.** The notice of the general meeting shall include the following particulars:<br><br>(I) The date, place and duration of the meeting;<br><br>(II) The matters and proposals to be considered at the meeting;<br><br>(III) In clear statement that all shareholders are entitled to participate the meeting and they may appoint a proxy to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;<br><br>(IV) The date of record for the Shareholders who are entitled to attend the general meeting;<br><br>(V) The name and telephone number of the regular contact person for the meeting;<br><br>(VI) The voting time and voting procedures of the meeting for the online voting or other means of voting. | **Article 59.** The notice of the ~~general meeting~~ Shareholders' Meeting shall include the following particulars:<br><br>(I) The date, place and duration of the meeting;<br><br>(II) The matters and proposals to be considered at the meeting;<br><br>(III) In clear statement that all shareholders are entitled to participate the ~~meeting~~ Shareholders' Meeting and they may appoint a proxy to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;<br><br>(IV) The date of record for the Shareholders who are entitled to attend the ~~general meeting~~ Shareholders' Meeting;<br><br>(V) The name and telephone number of the regular contact person for the meeting;<br><br>(VI) The voting time and voting procedures of the meeting for the online voting or other means of voting.<br><br>All specific content of all proposals shall be fully and completely disclosed in the notice and supplemental notice of the ~~general meeting~~ Shareholders' Meeting. |

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| **Article 56.** When the general meeting intends to discuss the election of Directors and supervisors, the notice of the meeting shall fully disclose the details of the candidates for Directors and supervisors, including, as a minimum, the following particulars:<br><br>(I) Personal particulars such as education background, working experience and any concurrently holding positions;<br><br>(II) Whether there is any connected relationship with the Company or its controlling shareholders and the actual controllers;<br><br>(III) Disclosure of their shareholdings in the Company;<br><br>(IV) Penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges.<br><br>Save for the Directors and supervisors who are elected by a cumulative voting system, a single proposal shall be put forward for each candidate for a Director and supervisor. | **Article 60.** When the ~~general meeting~~ Shareholders' Meeting intends to discuss the election of Directors ~~and supervisors~~, the notice of the ~~meeting~~ Shareholders' Meeting shall fully disclose the details of the candidates for Directors ~~and~~ ~~supervisors~~, including, as a minimum, the following particulars:<br><br>(I) Personal particulars such as education background, working experience and any concurrently holding positions;<br><br>(II) Whether there is any connected relationship with the Company or its controlling shareholders and the actual controllers;<br><br>(III) ~~Disclosure of~~ Their shareholdings in the Company;<br><br>(IV) Penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges.<br><br>Save for the Directors ~~and supervisors~~ who are elected by a cumulative voting system, a single proposal shall be put forward for each candidate for a Director ~~and supervisor~~. |

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| **Article 62.** Any shareholder entitled to attend the general meeting and vote shall have the right to appoint one (who is not necessary to be a shareholder) or several persons as his/her proxy (proxies) to attend and vote on his/her behalf. The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:<br><br>(I) The proxy name;<br><br>(II) Whether the proxy has the voting right;<br><br>(III) Separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting; whether the proxy has the voting right on an extempore proposal that may be added to the agenda of the general meeting, and the specific instructions as to what vote to cast if he/she has such right to vote;<br><br>(IV) The date of issuance and effective period of the power of attorney;<br><br>(V) The signature (or seal) of the principal. If the principal is a legal person/partnership shareholder, the power of attorney shall be stamped with the seal of the organization. | **Article 66.** Any shareholder entitled to attend the ~~general meeting~~ Shareholders' Meeting and vote shall have the right to appoint one (who is not necessary to be a shareholder) or several persons as his/her proxy (proxies) to attend and vote on his/her behalf. The power of attorney issued by a shareholder to appoint a proxy to attend a ~~general meeting~~ Shareholders' Meeting shall contain the formatting information:<br><br>(I) Name of the appointer, and the class and number of shares held in the Company;<br><br>(II) The proxy name;<br><br>~~(II) Whether the proxy has the voting right;~~<br><br>(III) ~~Separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting; whether the proxy has the voting right on an extempore proposal that may be added to the agenda of the general meeting, and the specific instructions as to what vote to cast if he/she has such right to vote;~~ The specific instructions of the shareholder, including the instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda to be considered at the Shareholders' Meeting;<br><br>(IV) The date of issuance and effective period of the power of attorney;<br><br>(V) The signature (or seal) of the principal. If the principal is a legal person/partnership shareholder, the power of attorney shall be stamped with the seal of the organization. |
| **Article 63.** It shall be stated clearly in the power of attorney that the proxy may vote at his/her discretion when the shareholder does not give any instruction. | **Deleted.** |

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| **Article 67.** When the general meeting is held, all the Directors, supervisors and Board secretary of the Company shall attend the meeting, while the general manager and other senior management shall attend as a non-voting delegate. | **Article 70.** ~~When the general meeting is held, all the~~ Directors, ~~supervisors and Board secretary of the Company shall attend the meeting, while the general manager and other senior management shall attend as a non-voting delegate.~~ If the Shareholders' Meeting requires directors and senior management officers to attend the meeting, the directors and senior management officers shall attend and answer inquiries from shareholders. |
| **Article 68.** The general meeting shall be convened by the Board. If the chairman of the Board is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting.<br><br>A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.<br><br>A general meeting convened by shareholders shall be presided over by a representative elected by the convener.<br><br>During the course of a general meeting, if the meeting presider violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the meeting presider to continue the meeting so long as the proposed meeting presider has the consent of more than half of the shareholders with voting rights who are present at the meeting. | **Article 71.** The ~~general meeting~~ Shareholders' Meeting shall be convened by the Board. If the chairman of the Board is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting.<br><br>A ~~general meeting~~ Shareholders' Meeting convened by the ~~Supervisory Committee~~ Audit Committee shall be presided over by the chairman of the ~~Supervisory Committee~~ Audit Committee. If the chairman of the ~~Supervisory Committee~~ Audit Committee is unable or fails to perform his/her duties, a ~~supervisor~~ members of the Audit Committee jointly elected by more than half of the ~~supervisors~~ members of the Audit Committee shall preside over the meeting.<br><br>A ~~general meeting~~ Shareholders' Meeting convened by shareholders shall be presided over by a representative elected by the convener.<br><br>During the course of a ~~general meeting~~ Shareholders' Meeting, if the meeting presider violates the procedural rules such that the ~~meeting~~ Shareholders' Meeting cannot be continued, the shareholders in the ~~general meeting~~ Shareholders' Meeting may elect one person to act as the meeting presider to continue the meeting so long as the proposed meeting presider has the consent of more than half of the shareholders with voting rights who are present at the meeting. |

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| **Article 71.** Directors, supervisors and senior management shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting. | **Article 74.** Directors~~, supervisors~~ and senior management shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the ~~general meeting~~ Shareholders' Meeting. |
| **Article 73.** The general meeting shall have meeting minutes, and the secretary of the Board shall be responsible for the meeting minutes. The meeting minutes shall include the following particulars:<br><br>(I) The time, venue and agenda of the meeting and the convener's name;<br><br>(II) Names of the meeting presider and the Directors, supervisors, general manager and other senior management attending the meeting or attending the meeting as non-voting delegates;<br><br>(III) The number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of shares of the Company;<br><br>(IV) Deliberations on each proposal, key points and the voting results;<br><br>(V) Queries and suggestions of the shareholders and the corresponding answers or explanations;<br><br>(VI) Names of the vote counter and the scrutineer;<br><br>(VII) Other content that should be included in the meeting minutes according to the Articles of Association. | **Article 76.** The ~~general meeting~~ Shareholders' Meeting shall have meeting minutes, and the secretary of the Board shall be responsible for the meeting minutes. The meeting minutes shall include the following particulars:<br><br>(I) The time, venue and agenda of the meeting and the convener's name;<br><br>(II) Names of the meeting presider and the Directors, ~~supervisors, general manager~~ and ~~other~~ senior management attending the meeting or attending the meeting as non-voting delegates;<br><br>(III) The number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of shares of the Company;<br><br>(IV) Deliberations on each proposal, key points and the voting results;<br><br>(V) Queries and suggestions of the shareholders and the corresponding answers or explanations;<br><br>(VI) Names of the vote counter and the scrutineer;<br><br>(VII) Other content that should be included in the meeting minutes according to the Articles of Association. |

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| **Article 74.** The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The Directors, supervisors, secretary of the Board, convener or his/her representative, and meeting presider who attended the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than ten years. | **Article 77.** The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The Directors, ~~supervisors,~~ secretary of the Board, convener or his/her representative, and meeting presider who attended the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than ten years. |
| **Article 77.** The following matters shall be resolved by way of an ordinary resolution of the general meeting:<br><br>(I) Work reports of the Board and the Supervisory Committee;<br><br>(II) Profit distribution proposals and loss recovery proposals formulated by the Board;<br><br>(III) Appointment, dismissal and remuneration of the members of the Board and the Supervisory Committee and the method of payment of the remuneration;<br><br>(IV) Annual financial budgets and final accounting plans of the Company;<br><br>(V) Annual reports of the Company;<br><br>(VI) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association to be adopted by special resolutions. | **Article 80.** The following matters shall be resolved by way of an ordinary resolution of the ~~general meeting~~ Shareholders' Meeting:<br><br>(I) Work reports of the Board ~~and the Supervisory Committee~~;<br><br>(II) Profit distribution proposals and loss recovery proposals formulated by the Board;<br><br>(III) Appointment, dismissal and remuneration of the members of the Board ~~and the Supervisory Committee~~ and the method of payment of the remuneration;<br><br>~~(IV) Annual financial budgets and final accounting plans of the Company;~~<br><br>~~(V) Annual reports of the Company;~~<br><br>(IV) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association to be adopted by special resolutions. |

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| **Article 78.** The following matters shall be resolved by way of a special resolution of the general meeting:<br><br>(I) The increase or reduction of the Company's registered capital;<br><br>(II) The split, division, merger, dissolution, liquidation;<br><br>(III) Amendments of the Articles of Association;<br><br>(IV) The purchase or disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the latest total audited assets of the Company;<br><br>(V) Equity incentive plan;<br><br>(VI) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, which may have a significant impact on the Company according to an ordinary resolution of the general meeting, to be adopted by way of a special resolution. | **Article 81.** The following matters shall be resolved by way of a special resolution of the ~~general meeting~~ Shareholders' Meeting:<br><br>(I) The increase or reduction of the Company's registered capital;<br><br>(II) The split, division, merger, dissolution, liquidation;<br><br>(III) Amendments of the Articles of Association;<br><br>(IV) The purchase or disposal of material assets by the Company within one year, or a ~~guarantee amount~~ or provision of guarantee to others exceeding 30% of the latest total audited assets of the Company;<br><br>(V) Equity incentive plan;<br><br>(VI) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, which may have a significant impact on the Company according to an ordinary resolution of the ~~general meeting~~ Shareholders' Meeting, to be adopted by way of a special resolution. |
| **Article 81.** Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of the general meeting by way of a special resolution, make and enter into contracts with persons other than Directors, the general manager or other senior management granting such persons the responsibility for managing all or part of the Company's material business. | **Article 84.** Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of the ~~general meeting~~ Shareholders' Meeting by way of a special resolution, make and enter into contracts with persons other than Directors~~, the general manager~~ or ~~other~~ senior management granting such persons the responsibility for managing all or part of the Company's material business. |

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| **Article 82.** The name list of candidates for Directors and supervisors shall be included in a proposal to be submitted to the general meeting for voting.<br><br>When the general meeting votes on the election of Directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.<br><br>The above-mentioned cumulative voting system indicates that each share has the number of voting rights identical to the number of Directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the Directors or supervisors. The Board shall provide shareholders with the resumes and basic information of the candidates for Directors and supervisors. | **Article 85.** The name list of for Directors ~~and supervisors~~ shall be included in a proposal to be submitted to the general meeting for voting.<br><br>When the ~~general meeting~~ Shareholders' Meeting votes on the election of Directors ~~and supervisors~~, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the ~~general meeting~~ Shareholders' Meeting.<br><br>The above-mentioned cumulative voting system indicates that each share has the number of voting rights identical to the number of Directors ~~or supervisors~~ to be elected, and the voting rights owned by the shareholders may be cumulatively used when the ~~general meeting~~ Shareholders' Meeting elects the Directors ~~or supervisors~~. The Board shall provide shareholders with the resumes and basic information of the candidates for Directors ~~and supervisors~~. |
| **Article 95.** Directors shall be natural persons, and none of the following persons may serve as a Director of the Company:<br><br>(I) Persons without civil capacity or with limited capacity for civil acts;<br><br>(II) Persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order, where five years have not lapsed following the serving of the sentence, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence; | **Article 98.** Directors shall be natural persons, and none of the following persons may serve as a Director of the Company:<br><br>(I) Persons without civil capacity or with limited capacity for civil acts;<br><br>(II) Persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order, ~~where five years have not lapsed~~ following the serving of the sentence, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence, or, in the case of suspension of execution, the probationary period has not expired for more than 2 years; |

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| (III) Persons who acted as Directors, or factory managers or managers of companies or enterprises which were bankrupt or liquidated and who shall bear personal liabilities for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;<br><br>(IV) Legal representatives of companies or enterprises that had their business licenses revoked and were ordered to close down as a result of infringing the law and shall bear personal liabilities therefore, where three years have not lapsed following the date of revocation of such business licenses;<br><br>(V) Persons who have a substantial amount of debts due and outstanding;<br><br>(VI) Persons who are imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;<br><br>(VII) Other circumstances required by laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, and the regulatory rules of the place where the Company's shares are listed.<br><br>If the Company elects or appoints Directors in violation of the provisions of the preceding paragraphs, the election or appointment shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of appointment of Directors, the Company shall dismiss the appointment. | (III) Persons who acted as Directors, or factory managers or managers of companies or enterprises which were bankrupt or liquidated and who shall bear personal liabilities for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;<br><br>(IV) Legal representatives of companies or enterprises that had their business licenses revoked and were ordered to close down as a result of infringing the law and shall bear personal liabilities therefore, where three years have not lapsed following the date of revocation of such business licenses or the order to close down;<br><br>(V) Persons who have a substantial amount of debts due and outstanding, classified as a dishonest person against whom enforcement is sought by the People's Court;<br><br>(VI) Persons who are imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;<br><br>(VII) Persons who have been publicly determined by the stock exchanges to be not suitable to serve as a director or senior management personnel of a listed company, and the period has not elapsed;<br><br>(VIII) Other circumstances required by laws, administrative regulations, other departmental rules, or the Hong Kong Listing Rules.<br><br>If the Company elects or appoints Directors in violation of the provisions of the preceding paragraphs, the election or appointment shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of appointment of Directors, the Company shall dismiss the appointment and cease his/her fulfillment of duties. |

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| **Article 96.** Directors shall be elected or replaced by the general meeting and may be relieved of their duties by the general meeting before the expiration of their term of office. The Directors have a tenure of three years and can be reelected upon the expiry of the tenure.<br><br>The term of office of Directors shall last from the date on which the Directors take office to the expiration of the term of office of the current Board. If the term of office of a Director expires but the Director fails to be reelected in time, the Director shall, before the newly elected Director takes office, still perform the due duties in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association.<br><br>Subject to applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, if the Board appoints a new Director to fill a casual vacancy on the Board or any person to increase the number of Directors, such appointed Director shall hold office until the next AGM of the Company after his/her appointment and shall then be eligible for re-election.<br><br>A Director may be the general manager or other senior management concurrently, provided that the total number of Directors who concurrently serve as the general manager or other senior management and Directors who are employee representatives shall not exceed 1/2 of the total number of Directors of the Company.<br><br>Under the prerequisite of abiding by relevant laws and administrative regulations, the general meeting may remove any Director before the expiration of his/her term of office by way of an ordinary resolution, without prejudice to claims made by the Director pursuant to any contract**.** | **Article 99.** Directors shall be elected or replaced by the ~~general meeting~~ Shareholders' Meeting and may be relieved of their duties by the ~~general meeting~~ Shareholders' Meeting before the expiration of their term of office. The Directors have a tenure of three years and can be reelected upon the expiry of the tenure. Employee directors are democratically elected by the employees of the Company through the employee representative meeting and do not require submission to the Shareholders' Meeting for consideration.<br><br>The term of office of Directors shall last from the date on which the Directors take office to the expiration of the term of office of the current Board. If the term of office of a Director expires but the Director fails to be reelected in time, the Director shall, before the newly elected Director takes office, still perform the due duties in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association.<br><br>Subject to applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed, if the Board appoints a new Director to fill a casual vacancy on the Board or any person to increase the number of Directors, such appointed Director shall hold office until the next Annual ~~AGM~~ Shareholders' Meeting of the Company after his/her appointment and shall then be eligible for re-election.<br><br>A Director may be the ~~general manager or other~~ senior management concurrently, provided that the total number of Directors who concurrently serve as the ~~general manager or other~~ senior management and Directors who are employee representatives shall not exceed 1/2 of the total number of Directors of the Company.<br><br>Under the prerequisite of abiding by relevant laws and administrative regulations, the ~~general meeting~~ Shareholders' Meeting may remove any Director before the expiration of his/her term of office by way of an ordinary resolution, without prejudice to claims made by the Director pursuant to any contract. |

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| **Article 97.** Directors shall comply with laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and bear the following faithful obligations to the Company:<br><br>(I) Not to take advantage of his/her functions and power to accept bribes or other illegal incomes, and not to misappropriate the property of the Company;<br><br>(II) Not to misappropriate funds of the Company;<br><br>(III) Not to deposit the Company's assets or funds in an account opened in their own name or in the name of any other individual;<br><br>(IV) Not to lend the Company's funds to others or use the Company's assets as security for others in violation of the Articles of Association and without the approval of the general meeting or the Board;<br><br>(V) Not to enter into contracts or transactions with the Company in violation of the Articles of Association or without the approval of the general meeting;<br><br>(VI) Not to take advantage of their positions to seek business opportunities that shall belong to the Company for themselves or others, or engage in business similar to that of the Company for themselves or others, without the approval of the general meeting;<br><br>(VII) Not to accept and keep privately commissions on transactions with the Company;<br><br>(VIII) Not to disclose the secrets of the Company without authorization;<br><br>(IX) Not to damage the interests of the Company by taking advantage of their affiliations; | **Article 100.** Directors shall comply with laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and bear the following faithful obligations to the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits.<br><br>Directors have the following fiduciary duties to the Company:<br><br>~~(I) Not to take advantage of his/her functions and power to accept bribes or other illegal incomes, and not to misappropriate the property of the Company;~~<br><br>~~(II) Not to misappropriate funds of the Company;~~<br><br>(I) Not to misappropriate the Company's property or misappropriate the Company's funds;<br><br>(II) Not to deposit the Company's ~~assets or~~ funds in an account opened in their own name or in the name of any other individual;<br><br>(III) Not to use their power to accept any bribe or other illegal income;<br><br>~~(IV) Not to lend the Company's funds to others or use the Company's assets as security for others in violation of the Articles of Association and without the approval of the general meeting or the Board;~~<br><br>(IV) not to directly or indirectly enter into contracts or transactions with the Company without reporting to the Board or Shareholders' Meeting or approval by the Board or Shareholders' Meeting by resolutions in accordance with the provisions of the Articles of Association; |

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| (X) Other faithful obligations specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.<br><br>The income derived by the Directors in violation of the preceding paragraph shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation. | ~~(V) Not to enter into contracts or transactions with the Company in violation of the Articles of Association or without the approval of the general meeting;~~<br><br>(V) not to use their positions to seek business opportunities that should belong to the Company as personal gain for themselves or others, except where they have already reported to the Board or Shareholders' Meeting and were approved by the Shareholders' Meeting by resolutions, or the Company is unable to take advantage of the business opportunity according to laws, administrative regulations or the Articles of Association;<br><br>~~(VI) Not to take advantage of their positions to seek business opportunities that shall belong to the Company for themselves or others, or engage in business similar to that of the Company for themselves or others, without the approval of the general meeting;~~<br><br>(VI) not to operate a business for themselves or others which is of the same type as the Company's business without reporting to the Board or Shareholders' Meeting or approval of the Shareholders' Meeting by resolutions;<br><br>(VII) Not to accept and keep privately commissions on transactions with the Company;<br><br>(VIII) Not to disclose the secrets of the Company without authorization;<br><br>(IX) Not to damage the interests of the Company by taking advantage of their affiliations; |

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| | (X) Other faithful obligations specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association.<br><br>The income derived by the Directors in violation of the preceding paragraph shall be returned to the Company. If losses are caused to the Company, they shall be liable for compensation.<br><br>When the close relatives of the Directors and senior management, the enterprises directly or indirectly controlled by the Directors and senior management or their close relatives, and the connected persons who have other connected relationships with the Directors and senior management enter into contracts or conduct transactions with the Company, the provisions in (IV) of the second paragraph of this Article shall apply. |
| **Article 98.** Directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Company:<br><br>(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 of the Company;<br><br>(II) To treat all shareholders impartially;<br><br>(III) To keep informed of the operation and management conditions of the Company in a timely manner;<br><br>(IV) To approve periodic reports of the Company in written form; to ensure that all information disclosed is true, accurate and complete; | **Article 101.** Directors shall comply with the laws, administrative regulations and the Articles of Association, bear the diligence obligations to the Company and exercise due care generally expected of the management in the best interests of the Company when performing their duties.<br><br>Directors shall have the following diligence obligations to the Company:<br><br>(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 of the Company;<br><br>(II) To treat all shareholders impartially;<br><br>(III) To keep informed of the operation and management conditions of the Company in a timely manner; |

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| (V) To provide status reports and information to the Supervisory Committee honestly, and not to hinder the Supervisory Committee or supervisors from exercising their power;<br><br>(VI) Other diligence obligations specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. | (IV) To approve periodic reports of the Company in written form; to ensure that all information disclosed is true, accurate and complete;<br><br>(V) To provide status reports and information to the ~~Supervisory Committee~~ Audit Committee honestly, and not to hinder the ~~Supervisory Committee~~ Audit Committee or supervisors from exercising their power;<br><br>(VI) Other diligence obligations specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. |
| **Article 100.** A Director may resign before the expiry of his/her tenure. The resignation of a Director shall be submitted to the Board in a written resignation report. The Board shall disclose the relevant information within two days.<br><br>If the resignation of a Director causes the number of Directors in the Board of the Company to fall below the quorum, the number of independent non-executive Directors falls below one-third of the members of the Board as a result of the resignation of an independent non-executive Director, or there is no accounting professional among the independent non-executive Directors, the former Director shall, before the newly elected Director takes office, still perform the duties of a Director in accordance with relevant laws and regulations, departmental rules and the Articles of Association.<br><br>Except as provided in the preceding paragraph, the resignation of Directors shall come into force upon the delivery of the resignation report to the Board. | **Article 103.** A Director may resign before the expiry of his/her tenure. The resignation of a Director shall be submitted to the ~~Board~~ Company in a written resignation report. The resignation shall take effect on the day when the Company receives the resignation report. The Board shall disclose the relevant information within two days.<br><br>If the resignation of a Director causes the number of the Directors in the Board of the Company to fall below the quorum, the number of independent non-executive Directors falls below one-third of the members of the Board as a result of the resignation of an independent non-executive Director, or there is no accounting professional among the independent non-executive Directors, the former Director shall, before the newly elected Director takes office, still perform the duties of a Director in accordance with relevant laws and regulations, departmental rules and the Articles of Association.<br><br>Except as provided in the preceding paragraph, the resignation of Directors shall come into force upon the delivery of the resignation report to the Board. |

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| **Article 101.** A Director shall complete all of the handover procedures with the Board once his/her resignation becomes effective or his/her term of office expires. The obligations of loyalty to the Company and the shareholders are not necessarily released upon his/her resignation or the expiry of his/her term of office, but shall remain effective for a term of one year after the resignation becomes effective or the term of office expires, unless otherwise agreed by the Company and the Board. The director's obligation to maintain the confidentiality of the Company's trade secrets or matters required to be kept confidential by the Company shall survive the termination of his/her employment until such secrets become public information. | **Article 104.** A Director shall complete all of the handover procedures with the Board once his/her resignation becomes effective or his/her term of office expires. The obligations of loyalty to the Company and the shareholders are not necessarily released upon his/her resignation or the expiry of his/her term of office, but shall remain effective for a term of one year after the resignation becomes effective or the term of office expires. The liability that a Director bears during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office, unless otherwise agreed by the Company and the Board. The director's obligation to maintain the confidentiality of the Company's trade secrets or matters required to be kept confidential by the Company shall survive the termination of his/her employment until such secrets become public information. |
| **None.** | **Article 105.** The Shareholders' Meeting may remove any director by resolutions, which take effect on the date when the resolutions were made. Where a Director is removed before expiration of his/her term of office without justifiable reasons, the Director may demand indemnification from the Company. |
| **Article 103.** A Director that violates laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation. | **Article 107.** Where a Director causes damages to others in the performance of his/her duties for the Company, the Company will be liable for compensation. The Director shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence. A Director that violates laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation. |

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| **Article 104.** There are independent non-executive Directors on the Board of the Company who are equivalent to those within the meaning of the Hong Kong Listing Rules. At least one-third of the members of the Board shall be independent non-executive Directors, including at least one accounting professional.<br><br>Independent non-executive Directors shall bear the obligations of good faith and diligence towards the Company and all shareholders. Independent non-executive Directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association, earnestly perform their duties, safeguard the overall interests of the Company, and strive to protect the lawful rights and interests of the minority shareholders. | **Article 108.** There are independent non-executive Directors on the Board of the Company who are equivalent to those within the meaning of the Hong Kong Listing Rules. At least one-third of the members of the Board shall be independent non-executive Directors, including at least one accounting professional. Each term of office of independent non-executive Directors shall be the same as that of other directors of the Company, and may be renewed upon re-election when it expires.<br><br>Independent non-executive Directors shall bear the obligations of good faith and diligence towards the Company and all shareholders. Independent non-executive Directors shall, in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association, earnestly perform their duties, safeguard the overall interests of the Company, and strive to protect the lawful rights and interests of the minority shareholders.<br><br>Independent non-executive directors shall, as members of the Board, bear the obligations of loyalty and diligence towards the Company and all its shareholders and perform the following duties prudently:<br><br>(I) participating in decision-making by the Board and expressing specific opinions on the proposed matters;<br><br>(II) supervising the potential significant conflict of interests between the Company and its controlling shareholders, actual controllers, directors, senior management personnel, and protecting the legitimate rights and interests of minority shareholders;<br><br>(III) providing professional and objective suggestions on the Company's business development, and promoting the improvement of the decision-making level of the Board;<br><br>(IV) any other duties stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the provisions of the CSRC and the Articles of Association. |

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| **Article 105.** If an independent non-executive Director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive Director, thereby causing the failure of the Company to meet the requirements of the Articles of Association concerning the number of independent non-executive Directors, the Company shall make up the number of independent non-executive Directors in accordance with regulations. | **Article 109.** If an independent non-executive Director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive Director, thereby causing the failure of the Company to meet the requirements of the Articles of Association concerning the number of independent non-executive Directors, the Company shall make up the number of independent non-executive Directors in accordance with regulations.<br><br>A person serving as an independent non-executive Director of the Company shall meet the following conditions:<br><br>(I) possess the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;<br><br>(II) comply with the independence requirements stipulated in the Hong Kong Listing Rules;<br><br>(III) possess basic knowledge of the operations of a listed company and be familiar with relevant laws, regulations and rules;<br><br>(IV) have the working experience in law, accounting or economics or other fields necessary for performing the duties of an independent non-executive Director;<br><br>(V) have good personal integrity, without any material dishonesty or other adverse records;<br><br>(VI) other conditions stipulated by laws, administrative regulations, the CSRC, the stock exchange or securities regulatory authorities in the place where the Company's shares are listed and these Articles of Association. |

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| **Article 106.** The term of office of independent non-executive Directors is the same as that of other Directors of the Company. Upon expiration of the term, the independent non-executive Directors may be re-elected. | **Article 110.** ~~The term of office of independent non-executive Directors is the same as that of other Directors of the Company. Upon expiration of the term, the independent non-executive Directors may be re-elected.~~<br><br>Independent non-executive Directors shall exercise the following special powers:<br><br>(I) independently engaging intermediaries to carry out audit, advisory or verification of the Company's specific matters;<br><br>(II) proposing to the Board on convening of an extraordinary Shareholders' Meeting;<br><br>(III) proposing to convene a Board meeting;<br><br>(IV) openly soliciting shareholder's rights from shareholders pursuant to the law;<br><br>(V) expressing independent opinions on matters which may harm the rights and interests of the Company or minority shareholders;<br><br>(VI) any other powers stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the provisions of the CSRC and the Articles of Association.<br><br>An independent non-executive Director exercising the powers stipulated in item (I) to item (III) of the preceding paragraph shall obtain the consent of more than half of all the independent non-executive Directors.<br><br>Where an independent non-executive Director exercises the powers stipulated in the first paragraph, the Company shall promptly make disclosure. Where the powers are unable to be exercised, the Company shall disclose the specific circumstances and reason. |

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| **Article 107.** The working system for independent non-executive Directors shall be formulated by the Board and approved by the general meeting. | **Article 111.** ~~The working system for independent non-executive Directors shall be formulated by the Board and approved by the general meeting.~~ The following matters shall, upon consent by more than half of all the independent non-executive Directors of the Company, be tabled at the Board for consideration:<br><br>(I) connected transactions which shall be disclosed;<br><br>(II) plan for change or waiver of undertaking by the Company and the relevant parties;<br><br>(III) decisions made and measures adopted by the Board of the target listed company in respect of the acquisition;<br><br>(IV) any other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the provisions of the CSRC and the Articles of Association. |
| **Article 109.** The Board shall consist of nine Directors, of which the number of independent non-executive Directors shall be not less than three and shall constitute more than one third of the total number of members of the Board. | **Article 113.** The Board shall consist of nine Directors, one employee director, of which the number of independent non-executive Directors shall be not less than three and shall constitute more than one third of the total number of members of the Board. The chairman and vice chairman of the Board shall be elected by more than half of all the directors. |

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| **Article 110.** The Board shall exercise the following functions and power:<br><br>(I) To convene general meeting and report to general meetings;<br><br>(II) To implement the resolutions of general meeting;<br><br>(III) To determine business operation plans and investment plans of the Company;<br><br>(IV) To develop the annual financial budgetary plans and final accounting plans of the Company;<br><br>(V) To formulate the profit distribution plans and loss recovery plans of the Company;<br><br>(VI) To formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;<br><br>(VII) To formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of company form of the Company;<br><br>(VIII) To determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations etc. of the Company within the authority granted by the general meeting; | **Article 114.** The Board shall exercise the following functions and power:<br><br>(I) To convene ~~general meetings~~ Shareholders' Meeting and report to ~~general meetings~~ Shareholders' Meeting;<br><br>(II) To implement the resolutions of ~~general meetings~~ Shareholders' Meeting;<br><br>(III) To determine business operation plans and investment plans of the Company;<br><br>(IV) To formulate the profit distribution plans and loss recovery plans of the Company;<br><br>(IV) ~~To develop the annual financial budgetary plans and final accounting plans of the Company;~~<br><br>(V) To formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;<br><br>(VI) To formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of company form of the Company;<br><br>(VII) To determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations etc. of the Company within the authority granted by the ~~general meeting~~ Shareholders' Meeting;<br><br>(VIII) To determine the setup of the Company's internal management structure; |

| Before Amendments | After Amendments |
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| (IX) To determine the setup of the Company's internal management structure;<br><br>(X) To appoint or dismiss the general manager, secretary of the Board and other officers of the Company, and decide on matters of remuneration, rewards, and punishments; to appoint or dismiss senior management such as deputy general manager and financial officers according to the nomination of the general manager, and decide on matters of remuneration, rewards, and punishments;<br><br>(XI) To draft the Company's basic management system;<br><br>(XII) To formulate the amendment plan of the Articles of Association;<br><br>(XIII) To manage the information disclosure of the Company;<br><br>(XIV) To request the general meeting to engage or replace the accounting firm that provides audits for the Company;<br><br>(XV) To debrief the work report of the general manager of the Company and check the work of the general manager;<br><br>(XVI) Other duties and power specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association. | (IX) To appoint or dismiss the general manager, secretary of the Board and other officers of the Company, and decide on matters of remuneration, rewards, and punishments; to appoint or dismiss senior management such as deputy general manager and financial officers according to the nomination of the general manager, and decide on matters of remuneration, rewards, and punishments;<br><br>(X) To draft the Company's basic management system;<br><br>(XI) To formulate the amendment plan of the Articles of Association;<br><br>(XII) To manage the information disclosure of the Company;<br><br>(XIII) To request the ~~general meeting~~ Shareholders' Meeting to engage or replace the accounting firm that provides audits for the Company;<br><br>(XIV) To debrief the work report of the general manager of the Company and check the work of the general manager;<br><br>(XV) Other duties and power specified by laws, administrative regulations, departmental rules, the Articles of Association and the ~~general meeting~~ Shareholders' Meeting. |

| Before Amendments | After Amendments |
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| **Article 116.** The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by more than half of the Directors to perform such duties. | **Article 119.** The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by ~~more than half~~ a majority of the Directors to perform such duties. |
| **Article 117.** The Board shall hold at least two meetings each year, which shall be convened by the chairman of the Board and notified to all the Directors and supervisors ten days prior to the meeting in writing. | **Article 120.** The Board shall hold at least two meetings each year, which shall be convened by the chairman of the Board and notified to all the Directors ~~and supervisors~~ ten days prior to the meeting in writing. |
| **Article 118.** Shareholders representing more than one-tenth of the voting rights, and more than one-third of the Directors or the Supervisory Committee may propose an Extraordinary Board Meeting. The chairman of the Board shall convene and preside over an Extraordinary Board Meeting within ten days after receiving the proposal. | **Article 121.** Shareholders representing more than one-tenth of the voting rights, and more than one-third of the Directors or the ~~Supervisory Committee~~ Audit Committee may propose an Extraordinary Board Meeting. The chairman of the Board shall convene and preside over an Extraordinary Board Meeting within ten days after receiving the proposal. |
| **Article 122.** Where a Director is affiliated with the enterprise involved in resolutions of the Board meeting, he/she shall not exercise the right to vote on the resolutions, nor shall he/she exercise the right to vote on behalf of another Director. The Board meeting can be held by more than half of the uninterested Directors. The resolutions of the Board meeting shall be adopted by more than half of the uninterested Directors. If the number of uninterested Directors present at the Board meeting is less than three, the matter shall be submitted to the general meeting for consideration. The Board's vote on "connected transactions" under the Hong Kong Listing Rules shall comply with the relevant provisions of the Hong Kong Listing Rules. | **Article 125.** Where a Director is affiliated with the enterprise involved in resolutions of the Board meeting, such director shall promptly submit a written report to the Board. The affiliated director~~he/she~~ shall not exercise the right to vote on the resolutions, nor shall he/she exercise the right to vote on behalf of another Director. The Board meeting can be held by more than half of the uninterested Directors. The resolutions of the Board meeting shall be adopted by more than half of the uninterested Directors. If the number of uninterested Directors present at the Board meeting is less than three, the matter shall be submitted to the ~~general meeting~~ Shareholders' Meeting for consideration. The Board's vote on "connected transactions" under the Hong Kong Listing Rules shall comply with the relevant provisions of the Hong Kong Listing Rules. |

| Before Amendments | After Amendments |
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| **Article 127.** The Board has set up the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for consideration and decision.<br><br>The composition and rules of procedure of the special committees shall be separately agreed upon by the Board. | **Article 130.** The Board has set up the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for consideration and decision.<br><br>~~The composition and rules of procedure of the special committees shall be separately agreed upon by the Board.~~<br><br>The working rules of the special committees shall be formulated by the Board. |
| **Article 128.** The special committees may engage intermediary agencies to provide professional advice at the Company's expense. | **Deleted.** |
| **None.** | **Article 131.** The Board of the Company shall establish an Audit Committee to exercise the functions and powers of the Supervisory Committee as required by the Company Law. |
| **None.** | **Article 132.** The Audit Committee shall consist of at least three directors, all of whom shall be non-executive Directors, with independent non-executive Directors constituting the majority. The chairman (or "Chairperson") must also be an independent non-executive Director. At least one member shall be an independent non-executive Director possessing appropriate professional qualifications as required by the Hong Kong Listing Rules, or possessing appropriate accounting or related financial management expertise. All members of the Audit Committee must possess the professional knowledge and business experience necessary to perform the duties of the Audit Committee. A majority of the Audit Committee members shall not hold any position in the Company other than that of Director, and shall not have any relationship with the Company that may affect their independent and objective judgment. Employee representatives on the Company's Board may serve as members of the Audit Committee. |

| Before Amendments | After Amendments |
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| **None.** | **Article 133.** The Audit Committee is responsible for reviewing the financial information of the Company and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board for consideration after being approved by more than half of all members of the Audit Committee:<br><br>(I) Disclosure of financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;<br><br>(II) Hiring, dismissing the accounting firm engaged to carry out the audit of the Company;<br><br>(III) Appointment or dismissal of the financial controller;<br><br>(IV) Changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;<br><br>(V) Other matters provided for by the securities regulatory authority of the State Council and the Hong Kong Listing Rules. |

| Before Amendments | After Amendments |
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| **None.** | **Article 134.** The Audit Committee shall hold at least one meeting on a half-year basis. An extraordinary meeting may be held when it is proposed by two or more members, or when it is deemed necessary by the convener. Meeting of the Audit Committee shall be held only if more than two-thirds of the members are present.<br><br>The resolutions made by the Audit Committee shall be passed by more than half of the members of the Audit Committee.<br><br>Voting on the resolutions of Audit Committee shall be one person, one vote.<br><br>Minutes shall be prepared for the resolutions of the Audit Committee as required and shall be signed by the members of the Audit Committee present at the meetings.<br><br>The Board shall be responsible for formulating work procedures for the Audit Committee. |
| **None.** | **Article 135.** The Nomination Committee is responsible for formulating the criteria and procedures for selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the Board on the following matters:<br><br>(I) Nomination or appointment and removal of Directors;<br><br>(II) Appointment or dismissal of senior management;<br><br>(III) Other matters as stipulated by laws, administrative regulations, regulations of the CSRC, Hong Kong Listing Rules and the Articles of Association.<br><br>If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board. |

| Before Amendments | After Amendments |
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| **None.** | **Article 136.** The Remuneration and Appraisal Committee is responsible for the formulation of standards for appraising and conducting evaluation of Directors and senior management, and the formulation and review of the remuneration decision mechanisms, decision-making processes, arrangements for payment, withholding and recovery of payment, and other remuneration policies and plans for Directors and senior management, and making recommendations to the Board on the following matters:<br><br>(I) the remuneration of Directors and senior management;<br><br>(II) the formulation or amendment of equity incentive schemes and employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;<br><br>(III) the arrangement of stock ownership plans for Directors and senior management in the event of a proposed spin-off of a subsidiary;<br><br>(IV) other matters stipulated by laws, administrative regulations, regulations of the CSRC, Hong Kong Listing Rules and the Articles of Association.<br><br>If the Board does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption in a resolution of the Board. |

| Before Amendments | After Amendments |
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| **Article 129.** The Company shall have one general manager and several deputy general managers who shall be appointed or dismissed by the Board.<br><br>The general manager, deputy general managers, the financial officer, the secretary of the Board and other senior management recognized by the Board are senior management of the Company. | **Article 137.** The Company shall have one general manager and several deputy general managers who shall be appointed or dismissed by the Board with its discretion.<br><br>The general manager, deputy general managers, the financial officer, the secretary of the Board and other senior management recognized by the Board are senior management of the Company. |
| **Article 135.** The working rules of the general manager shall include the following:<br><br>(I) The conditions, procedures and participants of the general manager's meeting;<br><br>(II) The respective responsibilities of the general manager and other senior management and their division of labor;<br><br>(III) The Company's use of funds and assets, the authority to enter into major contracts, and the reporting system to the Board and the Supervisory Committee;<br><br>(IV) Other matters deemed necessary by the Board. | **Article 143.** The working rules of the general manager shall include the following:<br><br>(I) The conditions, procedures and participants of the general manager's meeting;<br><br>(II) The respective responsibilities of the general manager and other senior management and their division of labor;<br><br>(III) The Company's use of funds and assets, the authority to enter into major contracts, and the reporting system to the Board ~~and the Supervisory Committee~~;<br><br>(IV) Other matters deemed necessary by the Board. |
| **None.** | **Article 147.** Where a member of senior management causes damage to others in the performance of his/her duties in the Company, the Company shall be liable for compensation. Where a member of senior management acts with intent or gross negligence, he/she shall also bear the liability for compensation. Where a senior executive contravenes the laws, administrative regulations, departmental rules or the Articles of Association on performance of duties, causing losses to the Company, he/she shall be liable for compensation. |
| **The full context of Chapter VII: The Supervisory Committee** | **Deleted.** |

| Before Amendments | After Amendments |
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| **Article 157.** When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into its statutory reserve fund. The Company may not withdraw statutory reserve fund if the cumulative amount has exceeded 50% of the Company's registered capital. | **Article 152.** When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into its statutory reserve fund. The Company may not withdraw statutory reserve fund if the cumulative amount has exceeded 50% of the Company's registered capital. |
| Where the statutory reserve fund of the Company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory reserve fund in accordance with the above provisions. | Where the statutory reserve fund of the Company is not sufficient to recover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawing of the statutory reserve fund in accordance with the above provisions. |
| After the Company withdraws the statutory reserve fund from the after-tax profits, the discretionary reserve may be withdrawn from the after-tax profits with the approval of the general meeting. | After the Company withdraws the statutory reserve fund from the after-tax profits, the discretionary reserve may be withdrawn from the after-tax profits with the approval of ~~the general meeting~~ Shareholders' Meetings. |
| After the Company has made up its losses and withdrawn its reserve fund, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless the Articles of Association provide that distributions are to be made otherwise than proportionally. Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company makes up the losses and withholds the statutory reserve fund, the shareholders must return the profits distributed in violation of the provisions to the Company. | After the Company has made up its losses and withdrawn its reserve fund, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless the Articles of Association provide that distributions are to be made otherwise than proportionally. |
| The Company's shares held by the Company shall not participate in profit distribution. | ~~Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company makes up the losses and withholds the statutory reserve fund, the shareholders must return the profits distributed in violation of the provisions to the Company.~~ If the Shareholders' Meetings violates the Company Law and distributes profits to shareholders, shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and the responsible Directors and senior management shall be liable for compensation.<br><br>The Company's shares held by the Company shall not participate in profit distribution. |

| Before Amendments | After Amendments |
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| **Article 158.** The Company's reserve shall be used to make up the Company's losses, expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. However, the capital reserve will not be used to make up the Company's losses.<br><br>When the statutory reserve fund is converted into capital, the remaining reserve shall be not less than 25% of the registered capital of the Company before the capital increase. | **Article 153.** The Company's reserve shall be used to make up the Company's losses, expand the Company's production and operations or, through conversion into capital, to increase the Company's registered capital. ~~However, the capital reserve will not be used to make up the Company's losses.~~<br><br>The discretionary common reserve and statutory common reserve should be used first to make up the Company's losses; if it cannot be covered, the capital common reserve shall be used in accordance with the provisions.<br><br>When the statutory reserve fund is converted into the increased registered capital, the remaining reserve shall be not less than 25% of the registered capital of the Company before the capital increase. |
| **Article 161.** The Company shall implement the internal audit system and appoint full-time auditors to supervise its financial revenues and expenditures and economic activities through internal audit. | **Article 156.** The Company shall implement the internal audit system ~~and appoint full-time auditors to supervise its financial revenues and expenditures and economic activities through internal audit.~~, which specifies the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit work. The Company's internal audit system shall be implemented upon approval by the Board. |
| **Article 162.** The Company's internal audit system and the duties of the auditors shall be implemented upon the approval of the Board. The chief auditor shall be accountable and report to the Board. | **Deleted.** |

| Before Amendments | After Amendments |
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| **None.** | **Article 157.** The internal audit institution of the Company shall supervise and inspect matters relating to the Company's business operations, risk management, internal control, financial information and others. The internal audit institution shall maintain independence, appoint full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department. |
| **None.** | **Article 158.** The internal audit institution shall be accountable to the Board. During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the Audit Committee immediately. |
| **None.** | **Article 159.** The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the Audit Committee. |
| **None.** | **Article 160.** 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. |
| **None.** | **Article 161.** The Audit Committee shall participate in the evaluation of the person in charge of internal audit. |

| Before Amendments | After Amendments |
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| **Article 172.** The notice of meetings of the Supervisory Committee to be convened shall be given by personal delivery, fax, letter, e-mail, etc.. | **Deleted.** |
| **None.** | **Article 174.** If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the Shareholders' Meetings, unless otherwise provided in the Articles of Association.<br><br>Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the Shareholders' Meetings, it shall be subject to a resolution of the Board. |
| **Article 176.** In the case of a merger, parties related to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within ten days since the date on which the resolution to proceed with the merger is adopted, and publish an announcement on the merger in the newspaper within 30 days.<br><br>Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the public announcement, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee. | **Article 175.** In the case of a merger, parties related to the merger shall execute a merger agreement, and shall prepare the balance sheets and a schedule of assets. The Company shall notify its creditors within ten days since the date on which the resolution to proceed with the merger is adopted, and publish an announcement on the merger in the newspaper or the National Enterprise Credit Information Publicity System within 30 days.<br><br>Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the public announcement, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee. |
| **Article 178.** If the Company is to be divided, its property shall be divided accordingly.<br><br>In the case of a division, the balance sheets and a schedule of assets shall be prepared. The Company shall notify its creditors within ten days since the date on which the resolution to proceed with the division is adopted, and publish an announcement on the division in the newspaper within 30 days. | **Article 177.** If the Company is to be divided, its property shall be divided accordingly.<br><br>In the case of a division, the balance sheets and a schedule of assets shall be prepared. The Company shall notify its creditors within ten days since the date on which the resolution to proceed with the division is adopted, and publish an announcement on the division in the newspaper or the National Enterprise Credit Information Publicity System within 30 days. |

| Before Amendments | After Amendments |
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| **Article 180.** In case of a reduction in the Company's registered capital, the Company shall prepare a balance sheet and a schedule of assets.<br><br>The Company shall notify its creditors within ten days since the date on which the resolution to proceed with the reduction in the registered capital is adopted, and publish an announcement in the newspaper within 30 days. Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the announcement, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.<br><br>The registered capital of the Company following the reduction shall not fall below the minimum statutory requirement. | **Article 179.** In case of a reduction in the Company's registered capital, the Company ~~shall~~ will prepare a balance sheet and a schedule of assets.<br><br>The Company ~~shall~~ notifies its creditors within ten days since the date on which the resolution to proceed with the reduction in the registered capital is adopted at the Shareholders' Meetings, and publish an announcement in the newspaper or the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days since the date of receiving the notice, or creditors who do not receive the notice shall, within 45 days since the date of the announcement, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.<br><br>~~The registered capital of the Company following the reduction shall not fall below the minimum statutory requirement.~~ Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association. |

| Before Amendments | After Amendments |
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| **None.** | **Article 180.** If the Company still has losses after making up for its losses in accordance with the provisions of paragraph 2 of Article 153 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not distribute to shareholders, nor may it exempt shareholders from their obligation to pay capital contributions or share payments.<br><br>If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 179 of the Articles of Association shall not apply, but announcements shall be made in newspapers or the National Enterprise Credit Information Publicity System within 30 days from the date when the Shareholders' Meetings makes a resolution to reduce the registered capital.<br><br>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the Company's registered capital. |
| **None.** | **Article 181**. Where the registered capital is reduced in violation of the Company Law or other relevant provisions, shareholders shall return funds received and the original state shall be restored if capital contributions from shareholders are reduced or exempted; if losses are caused to the Company, the shareholders and the responsible Directors and senior management shall be liable for compensation. |
| **None.** | **Article 182.** When the Company issues new shares for increasing its registered capital, shareholders shall have no pre-emptive rights, unless otherwise provided in the Articles of Association or where the resolution of Shareholders' Meetings decides that shareholders are entitled to pre-emptive rights. |

| Before Amendments | After Amendments |
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| **Article 182.** The Company shall be dissolved if:<br><br>(I) Business term specified in the Articles of Association expires (if applicable) or other dissolution reasons as stipulated in the Articles of Association arise;<br><br>(II) The general meeting resolves to dissolve the Company;<br><br>(III) The dissolution is required due to the merger or division of the Company;<br><br>(IV) the Company is revoked of business license according to law, ordered to close or canceled;<br><br>There is a severe difficulty in the operation and management of the Company, and the continued existence of the Company will have a material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders holding more than 10% of the voting rights can make a petition to the People's Court to dissolve the Company. | **Article 184.** The Company shall be dissolved if:<br><br>(I) Business term specified in the Articles of Association expires (if applicable) or other dissolution reasons as stipulated in the Articles of Association arise;<br><br>(II) The ~~general meeting~~ Shareholders' Meetings resolves to dissolve the Company;<br><br>(III) The dissolution is required due to the merger or division of the Company;<br><br>(IV) The Company is revoked of business license according to law, ordered to close or canceled;<br><br>(V) There is a severe difficulty in the operation and management of the Company, and the continued existence of the Company will have a material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders holding more than 10% of the ~~total shares with~~ voting rights can make a petition to the People's Court to dissolve the Company.<br><br>If the Company encounters the above-mentioned reasons for dissolution, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days. |
| **Article 183.** For the circumstance in item (I) of Article ~~179~~ 182 hereof, the Company may continue to subsist by amending the Articles of Association.<br><br>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting. | **Article 185.** For the circumstances in item (I) and (II) of Article 184 hereof and the Company has not yet distributed assets to shareholders, the Company may continue to subsist by amending the Articles of Association or the resolution of Shareholders' Meetings.<br><br>Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or the resolution of Shareholders' Meetings shall be approved by more than two-thirds of the voting rights held by the shareholders attending the ~~general meeting~~ Shareholders' Meetings. |

| Before Amendments | After Amendments |
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| **Article 184.** If the Company is dissolved under Item (I), (II), (IV), or (V) of Article 179 hereof, a liquidation committee shall be set up, which shall start liquidation within 15 days from the date of occurrence of the cause for dissolution. The members of such liquidation committee shall be determined by the Directors or the general meeting. If the liquidation committee is not established within the prescribed period, the creditors can submit an application to the People's Court for appointing relevant officers to establish the liquidation committee to carry out the liquidation. | **Article 186.** If the Company is dissolved under Item (I), (II), (IV), or (V) of Article 184 hereof, it shall be liquidated. A liquidation committee shall be set up, which shall liquidate within 15 days from the date of occurrence of the cause for dissolution with the Director as the liquidation obligor of the Company. The members of such liquidation committee shall be ~~determined by~~ the Directors ~~or the general meeting~~. ~~If the liquidation committee is not established within the prescribed period, the creditors can submit an application to the People's Court for appointing relevant officers to establish the liquidation committee to carry out the liquidation.~~ except where otherwise provided in the Articles of Association or the Shareholders' Meetings resolves to elect other persons. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation. |
| **Article 185.** The liquidation committee shall exercise the following functions and power during liquidation:<br><br>(I) Thoroughly examining the assets of the Company and preparing a balance sheet and a schedule of assets respectively;<br><br>(II) Notifying the creditors by a notice or an announcement;<br><br>(III) Handling the outstanding business of the Company in connection with liquidation;<br><br>(IV) Repaying all outstanding tax payment and the tax payment which arise in the course of the liquidation process;<br><br>(V) Clearing up claims and debts;<br><br>(VI) Dealing with the remaining assets after full payment of the Company's debts;<br><br>(VII) Participating in civil litigation on behalf of the Company. | **Article 187.** The liquidation committee shall exercise the following functions and power during liquidation:<br><br>(I) Thoroughly examining the assets of the Company and preparing a balance sheet and a schedule of assets respectively;<br><br>(II) Notifying the creditors by a notice or an announcement;<br><br>(III) Handling the outstanding business of the Company in connection with liquidation;<br><br>(IV) Repaying all outstanding tax payment and the tax payment which arise in the course of the liquidation process;<br><br>(V) Clearing up claims and debts;<br><br>(VI) ~~Dealing~~ Allocating the remaining assets after full payment of the Company's debts;<br><br>(VII) Participating in civil litigation on behalf of the Company. |

| Before Amendments | After Amendments |
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| **Article 186.** The liquidation committee shall notify its creditors within a period of ten days since the date it is established, publish relevant announcements in the newspaper within 60 days. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the announcement, report their creditors' rights to the liquidation committee.<br><br>When reporting creditors' rights, the creditors shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights.<br><br>In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors. | **Article 188.** The liquidation committee shall notify its creditors within a period of ten days since the date it is established, publish relevant announcements in the newspaper or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the announcement, report their creditors' rights to the liquidation committee.<br><br>When reporting creditors' rights, the creditors shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights.<br><br>In the course of reporting the creditors' rights, the liquidation committee shall not repay the creditors. |
| **Article 187.** After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and a schedule of assets, it shall formulate a liquidation plan and submit such plan to the general meeting or a People's Court for confirmation.<br><br>The remaining property of the Company after paying the liquidation expenses, the wages, social insurance fees and statutory compensation, outstanding taxes and debts of the Company shall be distributed in proportion to the number of shares held by shareholders.<br><br>During the liquidation period, the Company still exists but shall not carry out any business activities not related to the liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph. | **Article 189.** After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and a schedule of assets, it shall formulate a liquidation plan and submit such plan to the ~~general meeting~~ Shareholders' Meetings or a People's Court for confirmation.<br><br>The remaining property of the Company after paying the liquidation expenses, the wages, social insurance fees and statutory compensation, outstanding taxes and debts of the Company shall be distributed in proportion to the number of shares held by shareholders.<br><br>During the liquidation period, the Company still exists but shall not carry out any business activities not related to the liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph. |

| Before Amendments | After Amendments |
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| **Article 188.** If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for a declaration of bankruptcy.<br><br>After the People's Court has ruled for the Company to declare itself bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court. | **Article 190.** If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and a schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for a ~~declaration~~ liquidation of bankruptcy.<br><br>~~After the People's Court has ruled for the Company to declare itself bankrupt, the Company's liquidation committee shall refer the liquidation matters to the People's Court.~~ After the People's Court accepts the bankruptcy petition, the liquidation committee shall refer the liquidation matters to the bankruptcy administrator appointed by the People's Court. |
| **Article 189.** Upon the completion of liquidation, the liquidation committee shall formulate a liquidation report, and submit it to the general meeting or the People's Court for confirmation. Then, the liquidation committee shall submit the report to the company registry to apply for the cancellation of the Company's registration, and announce the Company's termination. | **Article 191.** Upon the completion of liquidation, the liquidation committee shall formulate a liquidation report, and submit it to the ~~general meeting~~ Shareholders' Meetings or the People's Court for confirmation. Then, the liquidation committee shall submit the report to the company registry to apply for the cancellation of the Company's registration~~, and announce the Company's termination~~. |
| **Article 190.** Members of the liquidation committee shall be faithful to their duties and fulfill their liquidation obligations in accordance with the law.<br><br>Members of the liquidation committee shall not take bribes or other illegitimate incomes by making use of their functions and power, or seize the properties of the Company.<br><br>Members of the liquidation committee who cause losses to the Company or creditors due to intentional or gross negligence shall be liable for compensation. | **Article 192.** Members of the liquidation committee shall perform their liquidation duties and bear fiduciary duties and diligence duties ~~shall be faithful to their duties and fulfill their liquidation obligations in accordance with the law~~.<br><br>~~Members of the liquidation committee shall not take bribes or other illegitimate incomes by making use of their functions and power, or seize the properties of the Company.~~<br><br>Members of the liquidation committee who neglects their liquidation duties and causes losses to the Company shall bear liability for compensation, and who cause losses to the Company or creditors due to intentional or gross negligence shall be liable for compensation. |

| Before Amendments | After Amendments |
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| **Article 196. Definitions**<br><br>(I) A controlling shareholder means a person or group of persons who have the right to exercise or control the exercise of 30% or more of the voting rights at a general meeting of the Company; or a person or group of persons capable of controlling a majority of the members of the Board of the Company.<br><br>(II) An actual controller means a person who, although not a shareholder of the Company, is able, through investment relationships, agreements or other arrangements, to actually control the conduct of the Company.<br><br>(III) Connected/related/affiliated party relationships refer to the relationships between the controlling shareholders, actual controllers, Directors, supervisors, and senior management of the Company and the companies directly or indirectly controlled by them, and other relationships that may lead to the transfer of interests of the Company, provided that the state-controlled enterprises are not affiliated because they are controlled by the state. Where the Hong Kong Listing Rules provide otherwise in respect of the connected relationship, such provisions shall prevail. | **Article 198. Definitions**<br><br>(I) A controlling shareholder ~~means a person or group of persons who have the right to exercise or control the exercise of 30% or more of the voting rights at a general meeting of the Company; or a person or group of persons capable of controlling a majority of the members of the Board of the Company.~~ refers to the shareholders who hold more than 50% of the total share capital of a joint stock company; Shareholders who hold less than 50% of the total shares but whose voting rights are sufficient to have a material impact on the resolutions of the Shareholders' Meetings.<br><br>(II) An actual controller means a person who, although not a shareholder of the Company, is able, through investment relationships, agreements or other arrangements, to actually control the conduct of the Company.<br><br>(III) Connected/related/affiliated party relationships refer to the relationships between the controlling shareholders, actual controllers, Directors, supervisors, and senior management of the Company and the companies directly or indirectly controlled by them, and other relationships that may lead to the transfer of interests of the Company, provided that the state-controlled enterprises are not affiliated because they are controlled by the state. Where the Hong Kong Listing Rules provide otherwise in respect of the connected relationship, such provisions shall prevail. |

| Before Amendments | After Amendments |
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| **Article 201.** The appendix to the Articles of Association shall include the Procedural Rules for general Meetings~~s~~, the Procedural Rules for Meetings of the Board and the Procedural Rules for Meetings of the Supervisory Committee. | **Article 203.** The appendix to the Articles of Association shall include the Procedural Rules for ~~general meeting~~ Shareholders' Meetings, the Procedural Rules for Meetings of the Board ~~and the Procedural Rules for Meetings of the Supervisory Committee~~. |

Except for the amendments to the above articles, no substantive changes have been made to other provisions of the Articles of Association. The content includes adjustments such as uniformly changing "general meeting" to "Shareholders' Meetings" in accordance with the latest Company Law; In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the term "Audit Committee" shall be kept unchanged in English. Changes in clause numbering, corresponding adjustments to referenced Article numbers, punctuation and formatting adjustments, and other modifications to words and phrases that do not affect the meaning of the Articles. Due to the extensive scope of these modifications, they have been uniformly adjusted and will not be listed Article by Article.

## II. Proposal Amendments to the Procedural Rules for the Shareholders' Meetings

Details of the proposal amendments to the Procedural Rules for the Shareholders' Meetings are set out as follows:

| Before Amendments | After Amendments |
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| **Article 4** General meetings are divided into annual general meeting and extraordinary general meeting. Annual general meetings shall be convened once a year and shall be held within six months after the end of the preceding fiscal year. Extraordinary General Meeting are convened from time to time.<br><br>The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:<br><br>(I) the number of directors is less than the number provided for in the Company Law or less than two thirds of the number prescribed in these Articles of Association;<br><br>(II) the losses of the Company that have not been made up reach one-third of the its total paid in share capital;<br><br>(III) shareholders individually or jointly holding 10% or more of the shares of the Company request in writing;<br><br>(IV) whenever the Board considers it necessary;<br><br>(V) when the Supervisory Committee proposes so;<br><br>(VI) other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association. | **Article 4** Shareholders' Meeting are divided into Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting. Annual Shareholders' Meeting shall be convened once a year and shall be held within six months after the end of the preceding fiscal year. Extraordinary Shareholders' Meeting are convened from time to time.<br><br>The Company shall convene an Extraordinary Shareholders' Meeting within two months from the date of the occurrence of any of the following circumstances:<br><br>(I) the number of directors is less than the number provided for in the Company Law or less than two thirds of the number prescribed in these Articles of Association;<br><br>(II) the losses of the Company that have not been made up reach one-third of the its total ~~paid in~~ share capital;<br><br>(III) shareholders individually or jointly holding 10% or more of the shares of the Company request in writing;<br><br>(IV) whenever the Board considers it necessary;<br><br>(V) when the Audit Committee proposes so;<br><br>(VI) other circumstances as provided by laws, administrative regulations, departmental rules or the Articles of Association. |

| Before Amendments | After Amendments |
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| **Article 7** The Supervisory Committee shall have the right to propose to the Board to convene the extraordinary general meeting, and shall make such proposal in writing. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the general meeting within ten days upon receipt of the proposal.<br><br>If the Board agrees to convene the extraordinary general meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the extraordinary general meeting. Changes to the original proposal in the notice shall be subject to the approval of the Supervisory Committee.<br><br>If the Board does not agree to convene an the extraordinary general meeting, or fails to provide a written feedback in writing within ten days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening the extraordinary general meeting. The Supervisory Committee may convene and preside over the meeting on its own. | **Article 7** The Audit Committee shall have the right to propose to the Board to convene the Extraordinary Shareholders' Meeting, and shall make such proposal in writing. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide a written feedback on whether to agree or disagree with the Shareholders' Meeting within ten days upon receipt of the proposal.<br><br>If the Board agrees to convene the Extraordinary Shareholders' Meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the Shareholders' Meeting. Changes to the original proposal in the notice shall be subject to the approval of the Audit Committee.<br><br>If the Board does not agree to convene an the Extraordinary Shareholders' Meeting, or fails to provide a written feedback in writing within ten days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening the Extraordinary Shareholders' Meeting. The Audit Committee may convene and preside over the meeting on its own. |

| Before Amendments | After Amendments |
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| **Article 8** On the one vote per share basis, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene the extraordinary general meeting and to include proposals in the agenda of the meeting, which shall be submitted in writing to the Board. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide written feedback on whether to agree or disagree with the extraordinary general meeting within ten days upon receipt of the request.<br><br>If the Board agrees to convene the extraordinary general meeting, the Board shall serve a notice of such meeting within five days after the extraordinary general meeting resolution is made. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.<br><br>If the Board disagrees to convene the extraordinary general meeting or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee to convene the extraordinary general meeting and shall submit their request in writing.<br><br>If the Supervisory Committee agrees to convene an extraordinary general meeting, the Supervisory Committee shall, within five days upon receipt of the request, issue a notice calling for the extraordinary general meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders. | **Article 8** On the one vote per share basis, shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board to convene the extraordinary Shareholders' Meeting and to include proposals in the agenda of the meeting, which shall be submitted in writing to the Board. The Board shall, pursuant to the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association, provide written feedback on whether to agree or disagree with the extraordinary Shareholders' Meeting within ten days upon receipt of the request.<br><br>If the Board agrees to convene the extraordinary Shareholders' Meeting, the Board shall serve a notice of such meeting within five days after the extraordinary Shareholders' Meeting resolution is made. In the event of any change to the original proposal, the consent of relevant shareholder(s) shall be obtained.<br><br>If the Board disagrees to convene the extraordinary Shareholders' Meetings or fails to give a reply within ten days upon receipt of the request, shareholders who individually or collectively hold more than 10% of the Company's shares shall ~~have the right~~ to propose to the Audit Committee to convene the extraordinary Shareholders' Meetings and shall submit their request in writing.<br><br>If the Audit Committee agrees to convene ~~an extraordinary~~ the Shareholders' Meeting, the Audit Committee shall, within five days upon receipt of the request, issue a notice calling for the extraordinary Shareholders' Meeting. Changes to the original request in the notice shall be subject to the approval of relevant shareholders. |

| Before Amendments | After Amendments |
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| If the Supervisory Committee fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Supervisory Committee shall not convene or preside over the general meeting, in which case, the 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 meeting by themselves. | If the Audit Committee fails to give the notice of the Shareholders' Meeting within the specified time limit, it shall be deemed that the Audit Committee shall not convene or preside over the Shareholders' Meeting, in which case, the 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 meeting by themselves. |
| **Article 9** When the Supervisory Committee or the shareholders decide to convene a general meeting by themselves, they shall notify the Board in writing.<br><br>Before a resolution at a general meeting is made, the shareholding percentage of the convening shareholders shall be not less than 10% | **Article 9** When the Audit Committee or the shareholders decide to convene a Shareholders' Meeting by themselves, they shall notify the Board in writing and at the same time file with the securities regulatory authority at the place of registration of the Company and the stock exchange where the Company's shares are listed in accordance with applicable regulations (if required).<br><br>When issuing the notice of Shareholders' Meeting and announcing the resolutions of the Shareholders' Meeting, the Audit Committee or the convening shareholders shall submit relevant supporting documents to the securities regulatory authority at the place of registration of the Company and the stock exchange where the Company's shares are listed in accordance with applicable regulations (if required).<br><br>Before a resolution at the Shareholders' Meeting is made, the shareholding percentage of the convening shareholders shall be not less than 10%. |

| Before Amendments | After Amendments |
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| **Article 10** The Board and the secretary shall align with the general meeting convened by the Supervisory Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the record date. Where the Board fails to provide the register of shareholders, the convener may apply to the securities depository and clearing institution for the register of shareholders by presenting the relevant announcement of the notice for convening the general meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of a general meeting. | **Article 10** The Board and the secretary shall align with the Shareholder's Meeting convened by the Audit Committee or the shareholders on their own. The Board shall provide the register of shareholders as at the record date. Where the Board fails to provide the register of shareholders, the convener may apply to the securities depository and clearing institution for the register of shareholders by presenting the relevant announcement of the notice for convening the Shareholder's Meeting. The register of shareholders obtained by the convener shall not be used for purposes other than the convening of the Shareholder's Meeting. |
| **Article 11** If the Supervisory Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company. | **Article 11** If the Audit Committee or shareholders convene the Shareholders' Meeting on their own, the expenses necessary for the meeting shall be borne by the Company. |
| **Article 13** Where the Company convenes a general meeting, the Board, the Supervisory Committee, and the shareholders who individually or collectively hold more than 3% of the Company's shares shall have the right to make proposals to the Company. | **Article 13** Where the Company convenes the Shareholders' Meeting, the Board, the Audit Committee, and the shareholders who individually or collectively hold more than 1% of the Company's shares shall have the right to make proposals to the Company. |

| Before Amendments | After Amendments |
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| The shareholders who individually or collectively hold more than 3% of the Company's shares may raise a temporary proposal and submit it to the convener in writing ten days before the general meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to announce the content of the temporary proposal. With respect to the publication of the supplementary notice of the general meeting, if there are special provisions in the securities regulatory rules of the place where the Company's shares are listed, subject to the Company Law, the Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises, and the Guidelines for the Articles of Association of Listed Companies, the provisions thereof shall apply. If the general meeting is to be postponed for the publication of the supplementary notice of the general meeting in accordance with the provisions in the securities regulatory rules of the place where the Company's shares are listed, the convening of the general meeting shall be postponed in accordance such the provisions.<br><br>Except for the aforesaid circumstance, after the convener publicizes the notice of the general meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added.<br><br>The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with Article 12. | The shareholders who individually or collectively hold more than 1% of the Company's shares may raise a temporary proposal and submit it to the convener in writing ten days before the Shareholders' Meeting is held. The convener shall, within 2 days after the receipt of the proposal, issue a supplementary notice to announce the content of the temporary proposal and submit such temporary proposal to the Shareholders' Meeting for consideration, except where the temporary proposal violates the provisions of laws, administrative regulations or the Articles of Association, or is not within the scope of authority of the Shareholders' Meeting. With respect to the publication of the supplementary notice of the Shareholders' Meeting, if there are special provisions in the securities regulatory rules of the place where the Company's shares are listed, subject to the Company Law, the Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises, and the Guidelines for the Articles of Association of Listed Companies, the provisions thereof shall apply. If the Shareholders' Meeting is to be postponed for the publication of the supplementary notice of the Shareholders' Meeting in accordance with the provisions in the securities regulatory rules of the place where the Company's shares are listed, the convening of the Shareholders' Meeting shall be postponed in accordance such the provisions.<br><br>Except for the aforesaid circumstance, after the convener publicizes the notice of the Shareholders' Meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added.<br><br>The Shareholders' Meeting shall not vote or pass resolutions on proposals not listed in the notice of the Shareholders' Meeting or resolutions not in conformity with Article 12. |

| Before Amendments | After Amendments |
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| **Article 15** The notice of the general meeting shall include the following particulars:<br><br>(I) The date, place, form, the convenor of the meeting and duration of the meeting;<br><br>(II) The matters and proposals to be considered at the meeting;<br><br>(III) In clear statement that all shareholders are entitled to participate the general meeting and they may appoint a proxy to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;<br><br>(IV) The date of record for the Shareholders who are entitled to attend the general meeting;<br><br>(V) The name and telephone number of the regular contact person for the meeting;<br><br>(VI) The voting time and voting procedures of the meeting for the online voting or other means of voting.<br><br>The notice and the supplementary notice, if any, of the general meeting shall fully and completely disclose the specific contents of all proposals, as well as all information or explanations required for shareholders to make reasonable judgments on matters to be discussed. If the matters to be discussed require the opinions of the independent non-executive directors, the opinions of the independent non-executive directors and the reasons therefor shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued.<br><br>Where the general meeting is to be convened via the internet or in any other manner, the notice of general meeting shall clearly state the time and procedure of voting via the internet or any other manner. | **Article 15** The notice of the Shareholders' Meeting shall include the following particulars:<br><br>(I) The date, place, form, the convenor of the meeting and duration of the meeting;<br><br>(II) The matters and proposals to be considered at the meeting;<br><br>(III) In clear statement that all shareholders are entitled to participate the Shareholders' Meeting and they may appoint a proxy to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;<br><br>(IV) The date of record for the Shareholders who are entitled to attend the Shareholders' Meeting;<br><br>(V) The name and telephone number of the regular contact person for the meeting;<br><br>(VI) The voting time and voting procedures of the meeting for the online voting or other means of voting.<br><br>The notice and the supplementary notice, if any, of the Shareholders' Meeting shall fully and completely disclose the specific contents of all proposals~~, as well as all information or explanations required for shareholders to make reasonable judgments on matters to be discussed. If the matters to be discussed require the opinions of the independent non-executive directors, the opinions of the independent non-executive directors and the reasons therefor shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued~~.<br><br>Where the Shareholders' Meeting is to be convened via the internet or in any other manner, the notice of Shareholders' Meeting shall clearly state the time and procedure of voting via the internet or any other manner. |

| Before Amendments | After Amendments |
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| The time to start voting at a general meeting held over network or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the physical general meeting but not later than 9:30 a.m. of the date of the physical general meeting, and shall not conclude earlier than 3:00 p.m. of the date of the physical general meeting.<br><br>The interval between the record date and the date of the meeting specified in paragraph (IV) of this Article shall not be more than seven business days. Once the record date is confirmed, no change may be made thereto. | The time to start voting at the Shareholders' Meeting held over network or by other means shall not be earlier than 3:00 p.m. of the day preceding the date of the physical Shareholders' Meeting but not later than 9:30 a.m. of the date of the physical Shareholders' Meeting, and shall not conclude earlier than 3:00 p.m. of the date of the physical Shareholders' Meeting.<br><br>The interval between the record date and the date of the meeting specified in paragraph (IV) of this Article shall not be more than seven business days. Once the record date is confirmed, no change may be made thereto. |
| **Article 17** When the general meeting intends to discuss the election of Directors, supervisors, the notice of the general meeting shall fully disclose the details of the candidates for Directors, supervisors, including, as a minimum, the following particulars:<br><br>(I) Personal particulars such as education background, working experience and any concurrently holding positions;<br><br>(II) Whether there is any connected relationship with the Company or its controlling shareholders and the actual controllers;<br><br>(III) Disclosure of their shareholdings in the Company;<br><br>(IV) Penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges;<br><br>(V) Other information required to be disclosed under the Hong Kong Listing Rules and other applicable laws and regulations.<br><br>Save for the Directors, supervisor who are elected by a cumulative voting system, a single proposal (or the same proposal and a single vote) shall be put forward for each candidate for a Director, supervisor. | **Article 17** When the Shareholders' Meeting intends to discuss the election of Directors~~,~~ ~~supervisors~~, the notice of the Shareholders' Meeting shall fully disclose the details of the candidates for Directors,~~ supervisors,~~ including, as a minimum, the following particulars:<br><br>(I) Personal particulars such as education background, working experience and any concurrently holding positions;<br><br>(II) Whether there is any connected relationship with the Company or its controlling shareholders and the actual controllers;<br><br>(III) ~~Disclosure of~~ Their shareholdings in the Company;<br><br>(IV) Penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges;<br><br>(V) Other information required to be disclosed under the Hong Kong Listing Rules and other applicable laws and regulations.<br><br>Save for the Directors~~, supervisors~~ who are elected by a cumulative voting system, a single proposal (or the same proposal and a single vote) shall be put forward for each candidate for a Director~~, supervisor~~. |

| Before Amendments | After Amendments |
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| **Article 22** The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall contain the following information:<br><br>(I) The proxy name;<br><br>(II) Whether the proxy has the voting right;<br><br>(III) Separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting;<br><br>(IV) The date of issuance and effective period of the power of attorney;<br><br>(V) The signature (or seal) of the principal. If the principal is a legal person/ partnership shareholder, the power of attorney shall be stamped with the seal of the organization. | **Article 22** The power of attorney issued by a shareholder to appoint a proxy to attend the Shareholders' Meeting shall contain the following information:<br><br>(I) The name of the proxy, and the class and number of shares held in the Company;<br><br>(II) The proxy name;<br><br>(III) ~~Whether the proxy has the voting right;~~<br><br>(III) Specific instructions of the shareholder, including instructions on voting for, against or abstaining from voting on each matter listed on the agenda of the shareholders' meeting;<br><br>~~(V) Separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting~~<br><br>(IV) The date of issuance and effective period of the power of attorney;<br><br>(V) The signature (or seal) of the principal. If the principal is a legal person/ partnership shareholder, the power of attorney shall be stamped with the seal of the organization. |
| **Article 23** It shall be stated clearly in the power of attorney that the proxy may vote at his/her discretion when the shareholder does not give any instruction. If no such indication is made, the proxy shall be deemed to be entitled to vote at his/her own will. | ~~**Article 23** It shall be stated clearly in the power of attorney that the proxy may vote at his/her discretion when the shareholder does not give any instruction. If no such indication is made, the proxy shall be deemed to be entitled to vote at his/her own will.~~ |
| **Article 27** The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entity they are from), their ID card numbers, residential addresses, numbers of shares held or representing voting rights and names of the proxies (or names of the entity they are from). | **Article 26** The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entity they are from), their ID card numbers, ~~residential addresses,~~ numbers of shares held or representing voting rights and names of the proxies (or names of the entity they are from). |

| Before Amendments | After Amendments |
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| **None.** | **Article 28** If the Shareholders' Meeting requires directors and senior management officers to attend the meeting, the directors and senior management officers shall attend and answer inquiries from shareholders. |
| **Article 30** A general meeting shall be chaired by the Chairman of the Board. In the event that the Chairman of the Board is unable to or fails to perform his/her duties, the vice Chairman shall chair the meeting; In the event that the vice Chairman of the Board is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.<br><br>A general meeting convened by the Supervisory Committee on its own initiative shall be chaired by the chairman of the Supervisory Committee. In the event that the chairman of the Supervisory Committee is unable to or fails to perform his/her duties, a supervisor jointly elected by more than half of the members shall chair the meeting.<br><br>A general meeting convened by shareholders on their own initiative shall be chaired by the representative nominated by the convener.<br><br>When convening a general meeting, if the chairman of the meeting breaches the procedural rules causing the general meeting unable to proceed, with the consent of more than half of the shareholders with voting rights attending the general meeting at present, the general meeting may nominate a person to act as the chairman of the meeting to continue convening such meeting. | **Article 29** The Shareholders' Meeting shall be chaired by the Chairman of the Board. In the event that the Chairman of the Board is unable to or fails to perform his/her duties, the vice Chairman shall chair the meeting; In the event that the vice Chairman of the Board is unable to or fails to perform his/her duties, a director jointly elected by a majority of the directors shall chair the meeting.<br><br>The Shareholders' Meeting convened by the Audit Committee on its own initiative shall be chaired by the convenor of the Audit Committee. In the event that the convenor of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee jointly elected by a majority of the members of the Audit Committee shall chair the meeting.<br><br>The Shareholders' Meeting convened by shareholders on their own initiative shall be chaired by the representative nominated by the convener.<br><br>When convening the Shareholders' Meeting, if the chairman of the meeting breaches the procedural rules causing the Shareholders' Meeting unable to proceed, with the consent of more than half of the shareholders with voting rights attending the Shareholders' Meeting at present, the Shareholders' Meeting may nominate a person to act as the chairman of the meeting to continue convening such meeting. |
| **Article 32** At the annual general meeting, the Board and the Supervisory Committee shall report on their work over the past year. Each independent non-executive Director shall also report on their duty performance. | **Article 31** At the Annual Shareholders' Meeting, the Board ~~and the Supervisory Committee~~ shall report on their work over the past year. Each independent non-executive Director shall also report on their duty performance. |

| Before Amendments | After Amendments |
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| **Article 34** Directors, supervisors and senior management shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting. | **Article 33** Directors, ~~supervisors and~~ senior management shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the Shareholders' Meeting. |
| **Article 38** The name list of candidates for Directors shall be included in a proposal to be submitted to the general meeting for voting.<br><br>When the general meeting votes on the election of Directors and supervisors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.<br><br>The above-mentioned cumulative voting system indicates that each share has the number of voting rights identical to the number of Directors or supervisors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the general meeting elects the Directors or supervisors. | **Article 37** The name list of candidates for Directors shall be included in a proposal to be submitted to the Shareholders' Meeting for voting.<br><br>When the Shareholders' Meeting votes on the election of Directors~~ and supervisors~~, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the Shareholders' Meeting.<br><br>The above-mentioned cumulative voting system indicates that each share has the number of voting rights identical to the number of Directors ~~or supervisors~~ to be elected, and the voting rights owned by the shareholders may be cumulatively used when the Shareholders' Meeting elects the Directors ~~or supervisors~~. |
| **Article 43** Before the relevant proposal is voted on at the general meeting, two representatives of the shareholders shall be elected to take part in votes counting and scrutinizing. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in votes counting or scrutinizing.<br><br>At the time of deciding on a proposal by voting at the general meeting, lawyers (if applicable), shareholder representatives and supervisor representatives shall count and scrutinize the votes jointly, and announce the voting result forthwith. The voting result in connection with the resolution shall be recorded in the minutes of meeting.<br><br>Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means. | **Article 42** Before the relevant proposal is voted on at the Shareholders' Meeting, two representatives of the shareholders shall be elected to take part in votes counting and scrutinizing. Any shareholder who is interested in the matter under consideration and his/her proxy shall not take part in votes counting or scrutinizing.<br><br>At the time of deciding on a proposal by voting at the Shareholders' Meeting, lawyers (if applicable), shareholder representatives ~~and supervisor representatives~~ shall count and scrutinize the votes jointly, and announce the voting result forthwith. The voting result in connection with the resolution shall be recorded in the minutes of meeting.<br><br>Shareholders of the Company or their proxies shall have right to check the results of their votes through the voting system if they vote via the Internet or other means. |

| Before Amendments | After Amendments |
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| **Article 44** An on-site general meeting shall not end before that held online or otherwise, and the meeting presider shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.<br><br>Prior to the formal announcement of the voting results, relevant parties involved in relation to voting on the site of the general meeting, via the Internet or by other means, including the Company, the persons responsible for counting votes and scrutinizing the voting, substantial shareholders, and Internet service providers, shall be obliged to keep the voting status confidential. | **Article 43** An on-site Shareholders' Meeting shall not end before that held online or otherwise, and the meeting presider shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.<br><br>Prior to the formal announcement of the voting results, relevant parties involved in relation to voting on the site of the Shareholders' Meeting, via the Internet or by other means, including the Company, the persons responsible for counting votes and scrutinizing the voting, ~~substantial~~ shareholders, and Internet service providers, shall be obliged to keep the voting status confidential. |
| **Article 47** Where a proposal for the election of Directors or supervisors is adopted at a general meeting, the new Directors and supervisors shall take office in accordance with the provision of the Articles of Association. | **Article 46** Where a proposal for the election of Directors ~~or supervisors~~ is adopted at the Shareholders' Meeting, the new Directors ~~and supervisors~~ shall take office in accordance with the provision of the Articles of Association. |
| **Article 51** The following matters shall be resolved by way of an ordinary resolution of the general meeting:<br><br>(I) Work reports of the Board and the Supervisory Committee;<br><br>(II) Profit distribution proposals and loss recovery proposals formulated by the Board;<br><br>(III) Appointment, dismissal and remuneration of the members of the Board and the Supervisory Committee and the method of payment of the remuneration;<br><br>(IV) Annual reports of the Company;<br><br>(V) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association to be adopted by special resolutions. | **Article 50** The following matters shall be resolved by way of an ordinary resolution of the Shareholders' Meeting:<br><br>(I) Work reports of the Board ~~and the Supervisory Committee;~~<br><br>(II) Profit distribution proposals and loss recovery proposals formulated by the Board;<br><br>(III) Appointment, dismissal and remuneration of the members of the Board ~~and the Supervisory Committee~~ and the method of payment of the remuneration;<br><br>~~(IV) Annual reports of the Company;~~<br><br>(IV) Other matters required by laws, administrative regulations, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association to be adopted by special resolutions. |

| Before Amendments | After Amendments |
|---|---|
| **Article 52** The following matters shall be resolved by way of a special resolution of the general meeting:<br><br>(I) The increase or reduction of the Company's registered capital;<br><br>(II) The merger, division, split, dissolution, liquidation or change of company form of the Company;<br><br>(III) Amendments of the Articles of Association;<br><br>(IV) The purchase or disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the latest total audited assets of the Company;<br><br>(V) Equity incentive plan;<br><br>(VI) Other matters required by laws, administrative regulations, and the Articles of Association, which may have a significant impact on the Company according to an ordinary resolution of the general meeting, to be adopted by way of a special resolution. | **Article 51** The following matters shall be resolved by way of a special resolution of the Shareholders' Meeting:<br><br>(I) The increase or reduction of the Company's registered capital;<br><br>(II) The merger, division, split, dissolution, liquidation or change of company form of the Company;<br><br>(III) Amendments of the Articles of Association;<br><br>(IV) The purchase or disposal of material assets by the Company within one year, or a guarantee amount provided to the others exceeding 30% of the latest total audited assets of the Company;<br><br>(V) Equity incentive plan;<br><br>(VI) Other matters required by laws, administrative regulations, and the Articles of Association, which may have a significant impact on the Company according to an ordinary resolution of the Shareholders' Meeting, to be adopted by way of a special resolution. |

| Before Amendments | After Amendments |
|---|---|
| **Article 56** The general meeting shall have meeting minutes, and the secretary of the Board shall be responsible for the meeting minutes. | **Article 55** The Shareholders' Meeting shall have meeting minutes, and the secretary of the Board shall be responsible for the meeting minutes. |
| The meeting minutes shall include the following particulars: | The meeting minutes shall include the following particulars: |
| (I) The time, venue and agenda of the meeting and the convener's name; | (I) The time, venue and agenda of the meeting and the convener's name; |
| (II) Names of the meeting presider and the Directors, supervisors, general manager and other senior management attending the meeting or attending the meeting as non-voting delegates; | (II) Names of the meeting presider and the Directors, ~~supervisors, general manager and other~~ senior management ~~attending the meeting or~~ attending the meeting as non-voting delegates; |
| (III) The number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of shares of the Company; | (III) The number of shareholders and proxies present at the meeting, total number of voting shares held and their respective proportions in the total number of shares of the Company; |
| (IV) Deliberations on each proposal, key points and the voting results; | (IV) Deliberations on each proposal, key points and the voting results; |
| (V) Queries and suggestions of the shareholders and the corresponding answers or explanations; | (V) Queries and suggestions of the shareholders and the corresponding answers or explanations; |
| (VI) Names of the vote counter and the scrutineer; | (VI) Names of the vote counter and the scrutineer; |
| (VII) Other content that should be included in the meeting minutes according to the general meeting and the Articles of Association. | (VII) Other content that should be included in the meeting minutes according to the Shareholders' Meeting and the Articles of Association. |

| Before Amendments | After Amendments |
|---|---|
| **Article 57.** The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The Directors, supervisors, secretary of the Board, convener or his/her representative, and meeting presider who attended the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than ten years. | **Article 56.** The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The Directors, ~~supervisors,~~ secretary of the Board, convener or his/her representative, and meeting presider who attended the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the on-line and other forms of voting for a period of not less than ten years. |
| **Article 62.** These Rules, as an appendix to the Articles of Association, shall come into effect and be implemented from the date when they are considered and approved by the general meeting of the Company and the Overseas Listed Foreign Shares (H Shares) issued in the initial public offering of the Company are listed and traded on The Stock Exchange of Hong Kong Limited. | **Article 61.** These Rules, as an appendix to the Articles of Association, shall come into effect and be implemented from the date when they are considered and approved by the Shareholders' Meeting of the Company ~~and the Overseas Listed Foreign Shares (H Shares) issued in the initial public offering of the Company are listed and traded on The Stock Exchange of Hong Kong Limited~~. |

Except for the amendments to the above articles, no substantive changes have been made to other provisions of the Procedural Rules for the Shareholders' Meetings. The content includes adjustments such as uniformly changing "general meeting" to "Shareholders' Meetings" in accordance with the latest Company Law; In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the term "Audit Committee" shall be kept unchanged in English. Changes in clause numbering, corresponding adjustments to referenced Article numbers, punctuation and formatting adjustments, and other modifications to words and phrases that do not affect the meaning of the Articles. Due to the extensive scope of these modifications, they have been uniformly adjusted and will not be listed Article by Article.

## III. Proposal Amendments to the Procedural Rules for Meetings of the Board

Details of the proposal amendments to the Procedural Rules for Meetings of the Board are set out as follows:

| Before Amendments | After Amendments |
|---|---|
| **Article 5** The Board shall exercise the following functions and power: | **Article 5** The Board shall exercise the following functions and power: |
| (I) To convene general meeting and report to general meeting; | (I) To convene Shareholders' Meeting and report to Shareholders' Meeting; |
| (II) To implement the resolutions of general meeting; | (II) To implement the resolutions of Shareholders' Meeting; |
| (III) To determine business operation plans and investment plans of the Company; | (III) To determine business operation plans and investment plans of the Company; |
| (IV) To develop the annual financial budgetary plans and final accounting plans of the Company; | ~~(IV) To develop the annual financial budgetary plans and final accounting plans of the Company;~~ |
| (V) To formulate the profit distribution plans and loss recovery plans of the Company; | (IV) To formulate the profit distribution plans and loss recovery plans of the Company; |
| (VI) To formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing; | (V) To formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing; |
| (VII) To formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of company form of the Company; | (VI) To formulate plans for substantial acquisition, repurchase of shares, or merger, division, dissolution and change of company form of the Company; |
| (VIII) To determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, related/connected transactions, external donations etc. of the Company within the authority granted by the general meeting; | (VII) To determine the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations etc. of the Company within the authority granted by the Shareholders' Meeting; |
| (IX) To determine the setup of the Company's internal management structure; | (VIII) To determine the setup of the Company's internal management structure; |

| Before Amendments | After Amendments |
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| (X) To appoint or dismiss the general manager, secretary of the Board and other officers of the Company, and decide on matters of remuneration, rewards, and punishments; to appoint or dismiss senior management such as deputy general manager and financial officers according to the nomination of the general manager, and decide on matters of remuneration, rewards, and punishments; | (IX) To appoint or dismiss the general manager, secretary of the Board and other officers of the Company, and decide on matters of remuneration, rewards, and punishments; to appoint or dismiss senior management such as deputy general manager and financial officers according to the nomination of the general manager, and decide on matters of remuneration, rewards, and punishments; |
| (XI) To draft the Company's basic management system; | (X) To draft the Company's basic management system; |
| (XII) To formulate the amendment plan of the Articles of Association; | (XI) To formulate the amendment plan of the Articles of Association; |
| (XIII) To manage the information disclosure of the Company; | (XII) To manage the information disclosure of the Company; |
| (XIV) To request the general meeting to engage or replace the accounting firm that provides audits for the Company; | (XIII) To request the Shareholders' Meeting to engage or replace the accounting firm that provides audits for the Company; |
| (XV) To debrief the work report of the general manager of the Company and check the work of the general manager; | (XIV) To debrief the work report of the general manager of the Company and check the work of the general manager; |
| (XVI) Other duties and power specified by laws, administrative regulations, departmental rules or the Articles of Association. | (XV) Other duties and power specified by laws, administrative regulations, departmental rules or the Articles of Association. |
| **Article 8** When exercising its powers, the Board of Directors shall comply with relevant national laws and regulations, the Articles of Association, and resolutions of the general meeting, and shall voluntarily accept the supervision of the Supervisory Committee of the Company. | **Article 8** When exercising its powers, the Board of Directors shall comply with relevant national laws and regulations, the Articles of Association, and resolutions of the Shareholders' Meeting, and shall voluntarily accept the supervision of the Audit Committee of the Company. |

| Before Amendments | After Amendments |
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| **Article 9** The Board has set up the Audit Committee, the Nomination Committee, and the Remuneration Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for consideration and decision.<br><br>The composition and rules of procedure of the special committees shall be separately agreed upon by the Board. | **Article 9** The Board has set up the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. The special committees shall be accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Their proposals shall be submitted to the Board for consideration and decision.<br><br>The Terms of Reference of the special committees shall be formulated by the Board. |
| **Article 12** The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by more than half of the Directors to perform such duties. | **Article 12** The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by a majority of the Directors to perform such duties. |
| **Article 13** Members of the Board of Directors and the general manager may submit proposals to the Board of Directors. Shareholders representing more than 10% of the voting rights, more than one-third of the directors, or the Supervisory Committee may submit proposals for an Extraordinary Board Meeting when they propose to convene such meeting.<br><br>Proposals submitted to the Board shall meet the following requirements:<br><br>(I) The content does not contravene laws, regulations, regulatory documents, or the Articles of Association, and falls within the scope of duties of the Board of Directors;<br><br>(II) There shall be a definite topic and specific resolution matters.<br><br>If the proposed matters fall within the scope of duties of the specialized committees, they shall first be reviewed by the relevant specialized committee before being submitted to the Board of Directors for consideration. | **Article 13** Members of the Board of Directors and the general manager may submit proposals to the Board of Directors. ~~Shareholders representing more than 10% of the voting rights, more than one-third of the directors, or the Supervisory Committee may submit proposals for an interim Board meeting when they propose to convene such meeting.~~<br><br>Proposals submitted to the Board shall meet the following requirements:<br><br>(I) The content does not contravene laws, regulations, regulatory documents, or the Articles of Association, and falls within the scope of duties of the Board of Directors;<br><br>(II) There shall be a definite topic and specific resolution matters.<br><br>If the proposed matters fall within the scope of duties of the specialized committees, they shall first be reviewed by the relevant specialized committee before being submitted to the Board of Directors for consideration. |

| Before Amendments | After Amendments |
|---|---|
| **Article 15** The Board shall hold at least two meetings each year, which shall be convened and chaired by the chairman of the Board and notified to all the Directors and supervisors ten days prior to the meeting in writing. | **Article 15** The Board shall hold at least two meetings each year, which shall be convened and chaired by the chairman of the Board and notified to all the Directors ~~and supervisors~~ ten days prior to the meeting in writing. |
| **Article 16** Under any of the following circumstances, the chairman of the Board shall convene an interim Extraordinary Board Meeting within 10 days after receipt of the proposal:<br><br>(I) Upon proposal by shareholders representing more than 10% of the voting rights;<br><br>(II) Upon joint proposal by more than one-third of the directors;<br><br>(III) Upon proposal by the Supervisory Committee. | **Article 16** Under any of the following circumstances, the chairman of the Board shall convene an interim Extraordinary Board Meeting within 10 days after receipt of the proposal:<br><br>(I) Upon proposal by shareholders representing more than 10% of the voting rights;<br><br>(II) Upon joint proposal by more than one-third of the directors;<br><br>(III) Upon proposal by the Audit Committee. |
| **Article 22** The Company's supervisors may attend meetings of the Board. The general manager and the secretary to the Board shall attend the meetings of the Board of Directors. The presider of the meeting may, if deemed necessary, notify other relevant personnel to attend the meeting of the Board of Directors. Attendees shall have the right to express their own opinions but without voting rights. | **Article 22** ~~The Company's supervisors may attend meetings of the Board of Directors.~~ The general manager and the secretary to the Board shall attend the meetings of the Board of Directors. The ~~chairperson~~ presider of the meeting may, if deemed necessary, notify other relevant personnel to attend the meeting of the Board of Directors. Attendees shall have the right to express their own opinions but without voting rights. |
| **Article 42** These Rules shall form an appendix to the Articles of Association of the Company, and shall come into effect and be implemented from the date when they are approved by the general meeting and upon the listing and trading of the Company's overseas listed foreign shares (H Shares) by initial public offering on The Stock Exchange of Hong Kong Limited. | **Article 42** These Rules shall form an appendix to the Articles of Association of the Company, and shall come into effect and be implemented from the date when they are approved by the Shareholders' Meeting ~~and upon the listing and trading of the Company's overseas listed foreign shares (H Shares) by initial public offering on The Stock Exchange of Hong Kong Limited~~. |

Except for the amendments to the above articles, no substantive changes have been made to other provisions of the Procedural Rules for Meetings of the Board. The content includes adjustments such as uniformly changing "General Meetings" to "Shareholders' Meetings" in accordance with the latest Company Law; In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the term "Audit Committee" shall be kept unchanged in English. changes in clause numbering, corresponding adjustments to referenced Article numbers, punctuation and formatting adjustments, and other modifications to words and phrases that do not affect the meaning of the Articles. Due to the extensive scope of these modifications, they have been uniformly adjusted and will not be listed Article by Article.

# CONCORD HEALTHCARE GROUP CO., LTD.
# 美中嘉和醫學技術發展集團股份有限公司

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

**(Stock Code: 2453)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the "**EGM**") of Concord Healthcare Group Co., Ltd. (美中嘉和醫學技術發展集團股份有限公司) (the "**Company**") will be held at A1, 26th Floor, Hanwei Building East Area, No. 7 Guanghua Road, Chaoyang District, Beijing, PRC on Friday, December 5, 2025, at 9:30 a.m., for the purpose of considering and if thought fit, passing the following resolution:

*Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular dated November 17, 2025.*

## SPECIAL RESOLUTION

1. To consider and approve on the Abolition of the Supervisory Committee and the Proposed Amendments to the Articles of Association, the Procedural Rules for the Shareholders' Meetings and the Procedural Rules for Meetings of the Board.

By order of the Board
**Concord Healthcare Group Co., Ltd.**
**YANG Jianyu**
*Chairman of the Board and Executive Director*

Beijing, the PRC, November 17, 2025

*Notes:*

1 For details of the resolution to be approved in this EGM, please refer to the circular of the Company date November 17, 2025 (the "**Circular**"). Unless the context requires otherwise, the terms used in this notice of EGM shall have the meaning same as those used in the Circular.

2 For determining the entitlement to attend and vote at the EGM, the record date will be December 5, 2025 and the register of members of H Shares of the Company will be closed from December 2, 2025 to December 5, 2025, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents of H shares accompanied by the relevant shares certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on December 1, 2025.

3 H Share Shareholders and Domestic Share Shareholders who have the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a Shareholder) to attend and vote on his/her/its behalf. For those Shareholders who appoint more than one proxy, such proxies can only exercise their voting rights by way of poll.

4 In order to be valid, the proxy form must be completed and signed in accordance with the instructions printed thereon and return it to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (for the H Share Shareholders); or to the business address of the Company in the PRC, at Room 26A1-26A5, East Tower, Hanwei Building No. 7 Guanghua Road, Chaoyang District, Beijing, PRC not less than 24 hours before the time appointed for the holding of the EGM (for the Domestic Share Shareholders).

5 If a proxy is appointed to attend the EGM on behalf of a Shareholder, the proxy must produce a proxy form which is signed by the appointer or his/her agent so authorized in writing, or if the appointer is a legal person, sealed by the stamp of the legal person or signed by its director or agent so officially authorized. The proxy form shall specify the number of shares represented by the proxy of the Shareholder. Where a Shareholder appoints more than one proxy, he/she shall specify the number of shares represented by each proxy.

6 All persons who are registered holders of shares of the Company at the close of business (Hong Kong time) on December 5, 2025 will be entitled to attend and vote at the meeting.

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

8 Pursuant to Rule 13.39(4) of the Listing Rules, the resolution set out in this notice will be decided by poll at the EGM.

*As at the date of this notice, the Board comprises (i) Dr. YANG Jianyu, Ms. FU Xiao and Mr. CHANG Liang as executive Directors; (ii) Mr. WANG Lei, Mr. SONG Qingbao and Mr. SHI Botao as non-executive Directors; and (iii) Ms. LI Xuemei, Mr. SUN Yansheng and Mr. NG Kwok Yin as independent non-executive Directors.*