THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Unisound AI Technology Co., Ltd., you should at once hand this circular, together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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

(Stock Code: 9678)

RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES
RESOLUTION ON THE ELECTION OF NON-EMPLOYEE REPRESENTATIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD
RESOLUTION ON DIRECTORS' REMUNERATION PLAN
RESOLUTION ON THE GRANT OF A GENERAL MANDATE TO THE BOARD TO ISSUE ADDITIONAL SHARES OF THE COMPANY
AND
NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

The EGM of Unisound AI Technology Co., Ltd. will be held by way of on-site meeting at the conference room of Unisound AI Technology Co., Ltd. (Building N6, BBMG Intelligent Manufacturing Workshop, No. 27 Jiancaicheng Middle Road, Haidian District, Beijing, PRC) on Wednesday, December 10, 2025 at 10:00 a.m. The notice of the EGM is set out on pages 91 to 92 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before Tuesday, December 9, 2025 at 10:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

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

November 24, 2025

CONTENTS

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

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

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

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

(Stock Code: 9678)

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

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

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

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

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

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

November 24, 2025

To the Shareholders

Dear Sir or Madam,

RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS ANNEXES AND THE INDUSTRIAL AND COMMERCIAL REGISTRATION OF THE CHANGES
RESOLUTION ON THE ELECTION OF NON-EMPLOYEE REPRESENTATIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD
RESOLUTION ON DIRECTORS' REMUNERATION PLAN
RESOLUTION ON THE GRANT OF A GENERAL MANDATE TO THE BOARD TO ISSUE ADDITIONAL SHARES OF THE COMPANY
AND
NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

INTRODUCTION

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

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

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

In accordance with the Company Law and other laws, regulations and regulatory documents, and taking into account the actual circumstances of the Company, the Company proposes to amend the Articles of Association and its annexes as follows:

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

In accordance with the Company Law and other laws, regulations and regulatory documents, and taking into account the actual circumstances of the Company, the Company proposes to amend the Articles of Association (the "**Amendments to the Articles**"). The Amendments to the Articles primarily include refining the procedures for proposals and voting at general meetings, amending the number of members of the Board and supplementing the scope of powers of the Board, specifying in detail the terms of office of other senior management members, optimizing the procedures for the appointment of accounting firms, and other textual amendments. Details of the Amendments to the Articles are set out in Appendix I to this circular.

In addition, the Board proposes that the EGM authorize the Board and any person(s) authorized by the Board to handle the industrial and commercial registration of the changes, the filing of the Articles of Association and other related matters in a timely manner after the resolution has been considered and approved by the EGM. The specific changes shall be subject to the approval and registration by the administration for industry and commerce.

The amended Articles of Association shall become effective only upon consideration and approval by the EGM. Prior to such approval, the existing Articles of Association shall remain in effect.

The Company's legal advisers as to Hong Kong laws and PRC laws have each confirmed that the Amendments to the Articles comply with the requirements of the Listing Rules and are not inconsistent with the laws of the PRC.

The Board considers that Amendments to the Articles are in the interests of the Company and the Shareholders as a whole. The Board confirms that there is nothing unusual about the Amendments to the Articles for a company listed in Hong Kong.

The Amendments to the Articles are prepared in Chinese, and the English translation is for reference only. In case of any discrepancy between the Chinese version and the English version, the Chinese version shall prevail.

2. AMENDMENTS TO THE RULES OF PROCEDURES FOR GENERAL MEETINGS

In accordance with the Company Law and other laws, regulations and regulatory documents, and taking into account the actual circumstances of the Company, the Company proposes to amend the Rules of Procedures for General Meetings (《股東會議事規則》). Details of the amendments to the Rules of Procedures for General Meetings are set out in Appendix II to this circular.

The amended Rules of Procedures for General Meetings shall become effective only upon consideration and approval by the EGM. Prior to such approval, the existing Rules of Procedures for General Meetings shall remain in effect.

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

In accordance with the Company Law and other laws, regulations and regulatory documents, and taking into account the actual circumstances of the Company, the Company proposes to amend the Rules of Procedures for the Board of Directors (《董事會議事規則》. Details of the amendments to the Rules of Procedures for the Board of Directors are set out in Appendix III to this circular.

The amended Rules of Procedures for the Board of Directors shall become effective only upon consideration and approval by the EGM. Prior to such approval, the existing Rules of Procedures for the Board of Directors shall remain in effect.

II. RESOLUTION ON THE ELECTION OF NON-EMPLOYEE REPRESENTATIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD

An ordinary resolution on the election of non-employee representative Directors of the third session of the Board will be proposed to Shareholders for consideration and approval at the EGM.

The term of office of the second session of the Board of the Company will expire on December 10, 2025. Among the members of the second session of the Board, due to work adjustments, Mr. Li Peng, an executive Director, Mr. Kuang, Duane Ziping and Mr. Wang Cunfu, non-executive Directors, and Mr. Chen Hua, an independent non-executive Director, will retire and will not stand for re-election as candidates for Directors of the third session of the Board. Their retirement will take effect from the date on which the EGM elects the non-employee representative Directors of the third session of the Board. Each of Mr. Li Peng, Mr. Kuang, Duane Ziping, Mr. Wang Cunfu and Mr. Chen Hua has confirmed that he has no disagreement with the Board in any respect and there are no other matters in relation to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

In accordance with the Company Law, the Listing Rules and other laws, regulations and regulatory documents, as well as the Articles of Association, the nomination committee of the Board has nominated Dr. Liang Jia'en, Dr. Huang Wei, Dr. Kang Heng and Dr. Li Xiaohan for re-appointment as executive Directors of the third session of the Board of the Company, nominated Mr. Li Zhichao and Mr. Li Ang for re-appointment as non-executive Directors of the third session of the Board of the Company, and nominated Mr. Hu Jianjun, Dr. Fan Jian, Dr. Jin Huihua and Dr. Zhang Kun for re-appointment as independent non-executive Directors of the third session of the Board of the Company, each for a term of three years commencing from the date of approval by the EGM, and each shall be eligible for re-election upon expiry of the term. The qualifications of the above Director candidates have been reviewed and approved by the nomination committee of the Board. The Company has convened the first employee representatives meeting of 2025, at which Dr. Liu Shengping was elected as an employee representative Director of the third session of the Board. He will form the third session of the Board together with the non-employee representative Directors to be elected at the EGM. For details, please refer to the announcement of the Company dated November 19, 2025.

The biographical details of the above candidates for non-employee representative Directors which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix IV to this circular.

Each of the candidates for independent non-executive Directors has confirmed that he/she:

(i) meets the independence criteria relating to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules;

(ii) does not have any past or present financial or other interest in the business of the Company or any of its subsidiaries, nor does he/she have any connection with any core connected person (as defined in the Listing Rules) of the Company; and

(iii) is not aware of any other factors that may affect his/her independence at the time of nomination.

The Board and the nomination committee of the Board have assessed and reviewed the independence of each of the candidates for independent non-executive Directors in accordance with the Listing Rules, and are of the view that each of the candidates for independent non-executive Directors satisfies the independence requirements. The nomination of the candidates for independent non-executive Directors has been made in accordance with the Articles of Association, and after taking into account their biographies, skills background, knowledge, experience, independence and the specific needs of the Company. Such candidates were preliminarily reviewed by the nomination committee of the Board and then submitted to the Board for consideration. The Board and the nomination committee of the Board have taken into consideration the Company's Board diversity policy, the perspectives, skills and experience of each of the candidates for independent non-executive Directors and the contribution each can make to the Company. The Board and the nomination committee of the Board consider that each of the candidates for independent non-executive Directors possesses basic knowledge of the operation of listed companies, is familiar with relevant laws, administrative regulations, rules and other regulatory documents, and has the working experience in law, finance, management or other areas necessary to fulfill the duties of an independent non-executive Director. They will properly discharge their duties and responsibilities as independent non-executive Directors, make positive contributions to the development of the Company, and facilitate scientific decision-making by the Board. Each of the candidates for independent non-executive Directors will also enhance the diversity of the Board in various aspects, including age, cultural and educational background, professional experience, skills and knowledge, which will help improve the performance of the Company.

Executive Directors will receive remuneration in accordance with the relevant provisions and based on their specific positions held in the Company (taking into consideration the performance of the Company and the interests of the Shareholders, and according to their positions, contributions and job nature, executive Directors will receive corresponding remuneration from the Company or its subsidiaries pursuant to the Company's remuneration and performance assessment systems), and will not receive any additional director's fees. Non-executive Directors will not receive any remuneration or director's fees from the Company during their tenure. Each independent non-executive Director will receive an annual fee of RMB200,000 per annum (before tax) from the Company during his/her tenure. Such director's fees have been determined with reference to the duties and responsibilities of the independent non-executive Directors.

III. RESOLUTION ON DIRECTORS' REMUNERATION PLAN

An ordinary resolution on Directors' remuneration plan will be proposed to Shareholders for consideration and approval at the EGM.

In order to better achieve the Company's strategic development objectives, effectively motivate the Directors of the Company, and further promote their diligence and dedication, with reference to the remuneration levels in the industry and region where the Company operates, taking into account the development of the Company and in accordance with the Articles of Association and other relevant provisions, it is proposed to determine the remuneration plan for the Directors of the third session of the Board of the Company as follows:

1. Executive Directors who hold specific positions in the Company shall not receive directors' fees, and if they concurrently hold multiple positions, they shall not receive duplicate remuneration. Taking into consideration the performance of the Company and the interests of the Shareholders, and according to their positions, contributions and job nature, Directors will receive corresponding remuneration from the Company or its subsidiaries pursuant to the Company's remuneration and performance assessment systems.

2. Non-executive Directors who do not hold specific positions in the Company shall not receive any remuneration or directors' fees from the Company.

3. The annual fee for independent non-executive Directors is RMB200,000 per annum (before tax). Such director's fee is determined with reference to the duties and responsibilities of independent non-executive Directors.

4. Directors who do not hold specific positions in the Company may claim reimbursement from the Company for reasonable expenses incurred in the performance of their duties based on actual expenses.

IV. RESOLUTION ON THE GRANT OF A GENERAL MANDATE TO THE BOARD TO ISSUE ADDITIONAL SHARES OF THE COMPANY

A special resolution on the grant of a general mandate to the Board to issue additional shares of the Company will be proposed to Shareholders for consideration and approval at the EGM.

In order to meet the Company's strategic development and operational needs, and to ensure flexibility in the issuance of new shares of the Company, and in accordance with the relevant provisions of the Company Law, the Listing Rules and other relevant laws, regulations and regulatory documents, as well as the Articles of Association, it is agreed and proposed that the EGM approve the grant of a general mandate to the Board to allot, issue and otherwise deal with (for the purposes of this resolution, "allot", "issue" or "deal with" shall include the sale or transfer of any treasury shares, where applicable) shares not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date on which this resolution is passed at the EGM, and to authorize the Board to approve and execute all necessary documents, submit all necessary applications to the relevant authorities, and take all other necessary actions to complete such matters.

I. Scope of Mandate

(i) To authorize the Board and for the Board to further authorize the chairman of the Board and his authorized persons (unless otherwise provided by relevant laws and regulations in respect of matters of sub-delegation) to decide at their absolute discretion to allot, issue and deal with shares based on the needs of the Company from time to time and market conditions, and to determine the terms and conditions of the allotment, issuance and dealing of new shares, including but not limited to:

1. To determine, based on market conditions and the needs of the Company, the issuance, allotment and dealing of new shares of the Company (including, where applicable, the sale or transfer of any treasury shares), and to enter into or grant offers, agreements or options for the issuance, allotment or purchase of such shares.

2. The number of shares approved by the Board to be allotted or conditionally or unconditionally agreed to be allotted, issued and otherwise dealt with (excluding shares issued by way of capitalization of capital reserve) shall not exceed 20% of the total number of issued shares of the Company on the date of approval of this resolution by the EGM.

3. To formulate and implement specific issuance plans, including but not limited to the class of shares to be issued, pricing method and/or issue price (including price range), number of shares to be issued, target subscribers, use of proceeds, the timing of issuance, the period of issuance, whether to offer shares to existing Shareholders on a pro rata basis, and other matters required to be included in the specific issuance plan by relevant laws, regulations, regulatory documents and requirements of relevant regulatory authorities.

4. To engage intermediaries in relation to the issuance matters under the general mandate; to approve and execute all acts, deeds, documents and other related matters as may be necessary, appropriate, desirable or incidental to the issuance; to review, approve and execute on behalf of the Company agreements relating to the issuance, including but not limited to placing and underwriting agreements and engagement agreements with intermediaries.

5. To review, approve and execute, on behalf of the Company, statutory documents to be submitted to the relevant regulatory authorities in connection with the issuance. To complete the relevant approval procedures in accordance with the requirements of the regulatory authorities and the place of listing of the Company, and to handle all necessary filing, registration and record-filing procedures with the relevant governmental authorities in Hong Kong and/or any other regions and jurisdictions (as applicable).

6. To amend the agreements and statutory documents mentioned in items 4 and 5 above in accordance with relevant laws, regulations, regulatory documents and requirements of relevant regulatory authorities.

7. To approve the increase in the registered capital of the Company following the issuance of new Shares and to make such amendments to the Articles of Association relating to the total share capital, shareholding structure and other relevant matters as the Board considers appropriate and necessary, and to authorize the management of the Company to complete relevant procedures and take any other necessary actions as may be required under domestic and overseas requirements.

(ii) To agree that, upon approval and authorization by the EGM of the above matters, the Board may further authorize the chairman of the Board and his authorized persons to implement the specific matters relating to the issuance of additional shares based on the needs of the Company and other market conditions.

(iii) To authorize the chairman of the Board and his authorized persons to approve, execute and publish relevant documents, announcements and circulars, and make relevant information disclosures in accordance with applicable laws, regulations, regulatory documents, requirements of relevant regulatory authorities and regulatory rules of the place of listing of the Company.

II. Term of Mandate

The general mandate to issue additional shares of the Company shall be effective from the date of its approval by the EGM until the earliest of the following:

1. the date of conclusion of the Company's annual general meeting for the year 2025 to be held in 2026;

2. the date of expiration of 12 months from the date of approval of this resolution by the EGM; or

3. the date on which the shareholders of the Company pass a resolution at a general meeting to revoke or amend the general mandate granted to the Board to issue additional shares under this resolution.

The Board shall exercise the powers under the general mandate only if it is in compliance with the Company Law, the Listing Rules, the Articles of Association and all other applicable laws, regulations and requirements of any government or regulatory authorities, and only after all necessary approvals from the relevant governmental authorities or regulatory authorities (if required) have been obtained.

V. THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

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

For the purpose of determining the list of H Shareholders of the Company who are entitled to attend and vote at the EGM, the register of members for H shares of the Company will be closed from Friday, December 5, 2025 to Wednesday, December 10, 2025 (both dates inclusive), during which period no transfer of H shares will be registered. H Shareholders whose names appear on the register of members of the Company on Wednesday, December 10, 2025 will be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, holders of H shares of the Company must lodge all duly completed and signed transfer forms (together with the relevant share certificates) and other appropriate documents with the Company's H share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Thursday, December 4, 2025.

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

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

RECOMMENDATION

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

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

No.	Provisions before Amendments	Proposed Amendments[1]
1	Article 10 The shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.	Article 10 The shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire ~~assets~~ **property**.
2	Article 15 As registered in accordance with the law, the business scope of the Company is as follows: development of computer hardware and software and communications equipment technology, technical services, technical consulting, technology transfer, technology promotion; sales of self-developed software products, medical equipment Class II; computer system integration; arts and crafts design; computer animation design; economic and trade consulting; wholesales of computers, hardware and software and auxiliary equipment, communications equipment; import and export of goods, import and export of technology, and agent for import and export. (Market entities shall independently choose their business items and carry out business activities in accordance with the law. The enterprise was a domestic enterprise before March 19, 2014, and changed to a foreign-invested enterprise on March 19, 2014. For items subject to approval according to law, business activities shall be carried out in line with the items approved by relevant authorities. The enterprise is not allowed to engage in operations that are prohibited or restricted by industrial policies of the State and the city.)	Article 15 As registered in accordance with the law, the business scope of the Company is as follows: ~~development of computer hardware and software and communications equipment technology, technical services, technical consulting, technology transfer, technology promotion; sales of self-developed software products, medical equipment Class II; computer system integration; arts and crafts design; computer animation design; economic and trade consulting; wholesales of computers, hardware and software and auxiliary equipment, communications equipment; import and export of goods, import and export of technology, and agent for import and export. (Market entities shall independently choose their business items and carry out business activities in accordance with the law. The enterprise was a domestic enterprise before March 19, 2014, and changed to a foreign-invested enterprise on March 19, 2014. For items subject to approval according to law, business activities shall be carried out in line with the items approved by relevant authorities. The enterprise is not allowed to engage in operations that are prohibited or restricted by industrial policies of the State and the city.)~~

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

No.	Provisions before Amendments	Proposed Amendments[1]
	The above scope of business shall be subject to the items approved by the competent Administration for Market Regulation. The Company may, based on the changes in domestic and international markets, business development and its own capabilities, adjust its scope of business and complete the relevant formalities for changes according to law.	**General items: technology services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion; software development; software sales; sales of Class II medical devices; artificial intelligence industry application system integration services; professional design services; information consulting services (excluding information consulting services that are subject to licensing requirements); wholesale of computer software, hardware and auxiliary equipment; import and export of goods; technology import and export; import and export agency; business training (excluding education training, vocational skills training and other training activities that are subject to licensing requirements). (Except for projects that are subject to approval in accordance with law, the Company may independently conduct business activities in accordance with law based on its business license.) (The Company shall not engage in any business activities prohibited or restricted by national or municipal industrial policies.)** The above scope of business shall be subject to the items approved by the competent Administration for Market Regulation. The Company may, based on the changes in domestic and international markets, business development and its own capabilities, adjust its scope of business and complete the relevant formalities for changes according to law.
3	Article 17 The Company shall issue shares under the principles of openness, fairness and equality. Each share of the same class shall have the equal rights. For shares of the same class issued at the same time, each share shall be issued on the same conditions and at the same price. The subscribers subscribing for shares shall pay the same price for each share.	Article 17 The Company shall issue shares under the principles of openness, fairness and equality. Each share of the same class shall have the equal rights. For shares of the same class issued at the same time, each share shall be issued on the same conditions and at the same price. The subscribers subscribing for shares shall pay the same price for each share.

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

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

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

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

No.	Provisions before Amendments	Proposed Amendments[1]
7	Article 47 The following external guarantees made by the Company shall be considered and approved by the general meeting. (I) Any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiary exceeds 50% of the audited net assets for the latest period; (II) Any guarantee provided after the total amount of the external guarantees provided by the Company exceeds 30% of the audited total assets for the latest period; (III) The guarantee with its amount provided by the Company within one year exceeds 30% of the Company's audited total assets for the latest period; (IV) The provision of guarantee to anyone whose liability-asset ratio exceeds 70%; (V) The provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets; (VI) The provision of guarantee to shareholders, actual controllers and their connected parties.	Article 47 The following external guarantees made by the Company shall be considered and approved by the general meeting. (I) Any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiary exceeds 50% of the audited net assets for the latest period; (II) Any guarantee provided after the total amount of the external guarantees provided by the Company exceeds 30% of the audited total assets for the latest period; (III) The guarantee with its amount provided by the Company **to others** within one year exceeds 30% of the Company's audited total assets for the latest period; (IV) The provision of guarantee to anyone whose liability-asset ratio exceeds 70%; (V) The provision of a single guarantee the amount of which exceeds 10% of the latest audited net assets; (VI) The provision of guarantee to shareholders, actual controllers and their connected parties.

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

No.	Provisions before Amendments	Proposed Amendments[1]
9	Article 55 Shareholders individually or jointly holding 10% or more of the voting shares of the Company (on a one share for one vote basis) shall have the right to request the Board to convene an EGM, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal. Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders. Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Audit Committee in writing to convene an extraordinary general meeting. Where the audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders.	Article 55 Shareholders individually or jointly holding 10% or more of the voting shares of the Company (on a one share for one vote basis) shall have the right to request the Board to convene an EGM, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal. Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders. Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the **voting** shares of the Company are entitled to request the Audit Committee in writing to convene an extraordinary general meeting. Where the audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders.

No.	Provisions before Amendments	Proposed Amendments[1]
	Where the Audit Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting, and Shareholders holding individually or in aggregate more than 10% of the shares of the Company for more than 90 consecutive days can convene and preside over the general meeting by themselves.	Where the Audit Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting, and Shareholders holding individually or in aggregate more than 10% of the **voting** shares of the Company for more than 90 consecutive days can convene and preside over the general meeting by themselves.
10	Article 56 Where the Audit Committee or shareholders convenes a meeting by themselves in accordance with the provisions of this section, a written notice shall be submitted to the Board. The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the date of equity registration. Before the announcement of the resolution of the general meeting is made, the shareholders convening the meeting shall hold not less than 10% of the shares. Where the Audit Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.	Article 56 Where the Audit Committee or shareholders convenes a **general** meeting by themselves in accordance with the provisions of this section, a written notice shall be submitted to the Board. The Board and the secretary to the Board shall cooperate in terms of such meetings. The Board shall provide the register of shareholders on the date of equity registration. Before the announcement of the resolution of the general meeting is made, the shareholders convening the meeting shall hold not less than 10% of the shares. Where the Audit Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.

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

No.	Provisions before Amendments	Proposed Amendments[1]
12	Article 64 The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.	(This article will be deleted in its entirety)
13	Article 66 All the shareholders registered on the date of equity registration shall be entitled to attend the general meeting and exercise his/her voting right in accordance with relevant laws, regulations, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons as his/her proxies to attend, speak and vote on his/her behalf. Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a member of the Company; every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person (Where the shareholder is a recognised clearing house (or its nominee) as defined by the relevant ordinance or statute from time to time in Hong Kong, he/she may appoint one or more persons). A corporation may execute a form of proxy under the hand of a duly authorized officer. ……	**Article 65** All the shareholders registered on the date of equity registration shall be entitled to attend the general meeting and exercise his/her voting right in accordance with relevant laws, regulations, the listing rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons as his/her proxies to attend, speak and vote on his/her behalf. Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a member of the Company; every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person (Where the shareholder is a recognised clearing house (or its nominee) as defined by the relevant ordinance or statute from time to time in Hong Kong, he/she may appoint one or more persons). A corporation may execute a form of proxy under the hand of a duly authorized officer. ……

No.	Provisions before Amendments	Proposed Amendments[1]
14	Article 70 The proxy form issued by the Board to the shareholders to appoint proxies shall be in such format that allows the shareholders to freely instruct the proxies to cast a vote of consent, opposition, or abstention, and to provide separate instructions for each matter that needs to be voted upon. ……	**Article 69** The proxy form issued by the Board to the shareholders to appoint proxies shall be in such format that allows the shareholders to freely instruct the proxies to cast a vote of ~~consent~~ **approval**, opposition, or abstention, and to provide separate instructions for each matter that needs to be voted upon. ……
15	Article 72 The convenor shall verify the shareholders' qualifications according to the register of shareholders provided by the securities registration and clearing institutions, and register the names of shareholders and the total number of shares with voting rights held by them. The registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them.	**Article 71** The convenor shall verify the shareholders' qualifications according to the register of shareholders provided by the securities registration and clearing institutions, and register the names of shareholders and the total number of shares with voting rights held by them. The registration for the meeting shall end before the chairman of the meeting **(i.e., the meeting presider)** announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them.

No.	Provisions before Amendments	Proposed Amendments[1]
16	Article 74 The general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his/her duties for any reason, the deputy chairman of the Board shall preside over the meeting (if the Company has two or more deputy chairmen, the deputy chairman elected by more than half of the directors shall preside over the meeting). If the Company has no deputy chairman, or the deputy chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. A general meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his/her duties, the deputy chairman of the Audit Committee shall preside over the meeting. If the deputy chairman of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee elected by more than half of the members of the Audit Committee shall preside over the meeting. If a general meeting is convened by the shareholders, the convenor shall elect a representative to preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.	**Article 73** The general meeting shall be convened and presided over by the chairman of the Board. If the chairman of the Board is unable or fails to perform his/her duties for any reason, the deputy chairman of the Board shall preside over the meeting (if the Company has two or more deputy chairmen, the deputy chairman elected by more than half of the directors shall preside over the meeting). If the Company has no deputy chairman, or the deputy chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting. A general meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his/her duties, ~~the deputy chairman of the Audit Committee shall preside over the meeting. If the deputy chairman of the Audit Committee is unable or fails to perform his/her duties,~~ a member of the Audit Committee elected by more than half of the members of the Audit Committee shall preside over the meeting. If a general meeting is convened by the shareholders, the convenor **or a representative nominated by the convenor** shall ~~elect a representative to~~ preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.

No.	Provisions before Amendments	Proposed Amendments[1]
17	Article 80 The convenor shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, secretary of the Board, convenor or their representative who attended the meeting, and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the proxy form for attendance, and the valid data for the on-line and other forms of voting for a period of not less than ten years.	**Article 79** The convenor shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, secretary of the Board, convenor or their representative who attended **or were present at** the meeting, and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the proxy form for attendance, and the valid data for the on-line and other forms of voting for a period of not less than ten years.
18	Article 83 Shareholders (including their proxies) shall have the right to speak at general meetings and, when voting at general meetings, exercise their voting rights by the number of shares with voting rights they represent. Each share shall carry one voting right. On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way. The Company's shares held by any company have no voting rights, and such shares are not included in the total number of shares with voting rights present at general meetings. Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange in the place where the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting rights from shareholders.	**Article 82** Shareholders (including their proxies) shall have the right to speak at general meetings and, when voting at general meetings, exercise their voting rights by the number of shares with voting rights they represent. Each share shall carry one voting right. On a poll taken at a meeting, a shareholder (including a proxy) entitled to two or more votes need not cast all his/her votes in the same way. The Company's shares held by any company have no voting rights, and such shares are not included in the total number of shares with voting rights present at general meetings. Subject to and conditional upon compliance with applicable laws, regulations or requirements of the listing rules of the stock exchange in the place where the shares of the Company are listed, the Board, independent non-executive directors and other shareholders who qualify with relevant specified conditions may solicit for the voting rights from shareholders.

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

No.	Provisions before Amendments	Proposed Amendments[1]
19	Article 85 The following matters shall be resolved by way of a special resolution of the general meeting: (I) Increase or reduction of the Company's registered capital; (II) Division, spin-off, merger, dissolution and liquidation or change of the organizational form of the Company; (III) Amendment to the Articles of Association; (IV) Purchase or disposal of material assets by the Company within one year, or a guarantee amount exceeding 30% of the audited total assets in the most recent period of the Company; (V) Equity incentive scheme; (VI) Other matters required by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association, and those that the general meeting by way of an ordinary resolution deems to have a significant impact on the Company and require adoption by way of a special resolution.	**Article 84** The following matters shall be resolved by way of a special resolution of the general meeting: (I) Increase or reduction of the Company's registered capital; (II) Division, spin-off, merger, dissolution and liquidation or change of the organizational form of the Company; (III) Amendment to the Articles of Association; (IV) Purchase or disposal of material assets by the Company within one year, or a guarantee **to others in an** amount exceeding 30% of the audited total assets in the most recent period of the Company; (V) Equity incentive scheme; (VI) Other matters required by laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association, and those that the general meeting by way of an ordinary resolution deems to have a significant impact on the Company and require adoption by way of a special resolution.

No.	Provisions before Amendments	Proposed Amendments[1]
20	Article 86 Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of general meeting by way of a special resolution, make and enter into contracts with persons other than directors, general manager or other senior officers granting such persons the responsibility for managing all or part of the Company's material business.	**Article 85** Unless the Company is in danger or under other special circumstances, the Company shall not, without the approval of general meeting by way of a special resolution, make and enter into contracts with persons other than directors, general manager**, deputy general manager** or other senior officers granting such persons the responsibility for managing all or part of the Company's material business.
21	Article 92 Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder is connected with the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes. When proposals are to be voted at the general meeting, the voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the meeting minutes. The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their own voting results through corresponding voting systems or with other methods.	**Article 91** ~~Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder is connected with the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes.~~ When proposals are to be voted at the general meeting, **the Company's H share registrar shall act as scrutineer and be responsible for scrutinizing and counting the votes, and** the voting results shall be announced on the spot. The voting results on resolutions shall be recorded in the meeting minutes. The shareholders of the Company or their proxies who cast votes by online voting or other means shall be entitled to check their own voting results through corresponding voting systems or with other methods.

No.	Provisions before Amendments	Proposed Amendments[1]
22	Article 94 Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstention. This excludes cases where a securities registration and clearing institution, as the nominee holder of shares under the Stock Connect mechanism between Mainland China and Hong Kong stock markets, declares according to the intentions of the actual holders. Blank, incorrectly filled, or illegible ballot papers, and ballot papers not cast, are all deemed as the voter abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention".	**Article 93** Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: ~~for~~ **in favor**, against, or abstention. This excludes cases where a securities registration and clearing institution, as the nominee holder of shares under the Stock Connect mechanism between Mainland China and Hong Kong stock markets, declares according to the intentions of the actual holders. Blank, incorrectly filled, or illegible ballot papers, and ballot papers not cast, are all deemed as the voter abstaining from their voting rights, and the voting result for the number of shares they hold shall be counted as "abstention".
23	Article 99 Non-employee representative directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. Each term of office shall not exceed three years. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, the Articles of Association and listing rules of the stock exchange in the place where the Company's shares are listed. ……	**Article 98** Non-employee representative directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. Each term of office shall not exceed three years. A director may serve consecutive terms if re-elected upon the expiry of his term, unless it is otherwise stipulated by the relevant laws, regulations, the Articles of Association and listing rules of the stock exchange in the place where the Company's shares are listed. ……

No.	Provisions before Amendments	Proposed Amendments[1]
24	Article 102 Directors must jointly and severally fulfill their fiduciary duties and the duty to act with due skill, care, and diligence, and in fulfilling the aforementioned duties, they must at least meet the standards established by laws of Hong Kong. Accordingly, each director, in performing their duties as a director, must: (I) act honestly and in good faith in the best interests of the Company as a whole; (II) act for proper purposes; (III) be accountable to the listed issuer for the application or misuse of the listed issuer's assets; (IV) avoid actual and potential conflicts of interest and duty; (V) fully and fairly disclose their interests in contracts entered into with the listed issuer; and (VI) act with such skill, care, and diligence as may reasonably be expected of a person of their knowledge and experience and holding the office of director of a listed issuer.	**Article 101** Directors must jointly and severally fulfill their fiduciary duties and the duty to act with due skill, care, and diligence, and in fulfilling the aforementioned duties, they must at least meet the standards established by laws of Hong Kong. Accordingly, each director, in performing their duties as a director, must: (I) act honestly and in good faith in the best interests of the Company as a whole; (II) act for proper purposes; (III) be accountable to the listed issuer for the application or misuse of the ~~listed issuer~~ **Company**'s assets; (IV) avoid actual and potential conflicts of interest and duty; (V) fully and fairly disclose their interests in contracts entered into with the ~~listed issuer~~ **Company**; and (VI) act with such skill, care, and diligence as may reasonably be expected of a person of their knowledge and experience and holding the office of director of ~~a listed issuer~~ **the Company**.

No.	Provisions before Amendments	Proposed Amendments[1]
25	Article 105 A director may resign before the expiry of his/her term of office. A written resignation report shall be submitted to the Board by the resigning director. If the members of the Board fall below the minimum statutory requirement due to a director's resignation, the original director shall still perform his/her duties as a director in accordance with the requirements of laws, administrative regulations, departmental rules, listed rules in the place where the Company's shares are listed, and the Articles of Association before the newly elected director takes office; the resignation report of the resigning director shall only take effect after the vacancy created by his/her resignation is filled by the succeeding director. Except as provided in the preceding paragraph, the resignation of directors shall take effect upon the submission of the resignation report to the Board.	**Article 104** A director may resign before the expiry of his/her term of office. A written resignation report shall be submitted to the Board by the resigning director. If the members of the Board fall below the minimum statutory requirement due to a director's resignation, the original director shall still perform his/her duties as a director in accordance with the requirements of laws, administrative regulations, departmental rules, listed rules in the place where the Company's shares are listed, and the Articles of Association before the newly elected director takes office; the resignation ~~report~~ of the resigning director shall only take effect after the vacancy created by his/her resignation is filled by the succeeding director. Except as provided in the preceding paragraph, the resignation of directors shall take effect upon the submission of the resignation report to the Board.
26	Article 111 The Board of Directors shall consist of 15 directors, and when a company has more than 300 employees, it shall include a director who is a employee representative of the Company. The number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors. The employee representative director on the Board of Directors shall be elected by the Company's employees at the employee representatives' meeting, employee meeting or other ways of democratic election.	**Article 110** The Board of Directors shall consist of **7–**15 directors, and when a company has more than 300 employees, it shall include a director who is a employee representative of the Company. The number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors. The employee representative director on the Board of Directors shall be elected by the Company's employees at the employee representatives' meeting, employee meeting or other ways of democratic election.

No.	Provisions before Amendments	Proposed Amendments[1]
27	Article 112 The Board of Directors shall exercise the following power: (I) to be responsible for convening general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; (V) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities of the Company and the listing; (VI) to draft proposals for the Company's merger, division, dissolution or change of corporate form; (VII) to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; (VIII) within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.;	**Article 111** The Board of Directors shall exercise the following power: (I) to be responsible for convening general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; (V) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities of the Company and the listing; (VI) to draft proposals for the Company's merger, division, dissolution or change of corporate form; (VII) to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; (VIII) within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.;

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

No.	Provisions before Amendments	Proposed Amendments[1]
	(XVII) to review work reports submitted by the general manager of the Company and examine his/her work; (XVIII) to decide material matters and administrative matters other than those matters requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed; (XIX) other duties and powers stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed and the Articles of Association, and conferred at general meetings. ……	(XVII) to review work reports submitted by the general manager of the Company and examine his/her work; **(XVIII) to be responsible for the effective governance and supervision of environmental, social and governance matters, and to assess and manage material environmental and social risks;** **(XIX)** to decide material matters and administrative matters other than those matters requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed; **(XX)** other duties and powers stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange(s) of the place(s) where the Company's Shares are listed and the Articles of Association, and conferred at general meetings. ……

No.	Provisions before Amendments	Proposed Amendments[1]
28	Article 113 The Board of Directors of the Company has established relevant special committees including an the Audit, Nomination Committee and Remuneration Committee. The special committees are responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for consideration and decision. All the members of the special committees shall be Directors, among whom the independent Directors shall constitute a majority in the Audit Committee, Nomination Committee and Remuneration Committee and act as conveners, and the convener of the Audit Committee shall be an accounting professional. The Board of Directors is responsible for formulating the working procedures of the special committees and standardizing the operation of the special committees.	**Article 112** The Board of Directors of the Company has established relevant special committees including an the Audit, Nomination Committee and Remuneration Committee. The special committees are responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. ~~Proposals shall be submitted to the Board of Directors for consideration and decision.~~ All the members of the special committees shall be Directors, among whom the independent Directors shall constitute a majority in the Audit Committee, Nomination Committee and Remuneration Committee and act as conveners, and the convener of the Audit Committee shall be an accounting professional. The Board of Directors is responsible for formulating the ~~working procedures~~ **terms of reference** of the special committees and standardizing the operation of the special committees.
29	Article 123 If any director is associated with the enterprises that are involved in the matters to be resolved at the meeting of the Board of Directors, he or she shall not exercise his/her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the Board of Directors may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the Board of Directors shall be passed by more than half of the directors without a connected relationship. If the number of non-connected directors present at such meeting is less than three, the matter shall be submitted to the general meeting for consideration. ……	**Article 122** If any director is associated with the enterprises **or individuals** that are involved in the matters to be resolved at the meeting of the Board of Directors, he or she shall not exercise his/her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the Board of Directors may be held only if more than half of the directors without a connected relationship are present, and the resolutions made at such a meeting of the Board of Directors shall be passed by more than half of the directors without a connected relationship. If the number of non-connected directors present at such meeting is less than three, the matter shall be submitted to the general meeting for consideration. ……

No.	Provisions before Amendments	Proposed Amendments[1]
30	Article 126 The minutes of the Board shall consist of the following: (I) date and venue of the meeting and the name of the convener; (II) the name of the Director present and name of Director being appointed to attend on the other's behalf (proxy); (III) the agenda; (IV) the main points of Directors' speeches (including any concerns raised or dissenting views expressed by directors); (V) the voting method of each resolution and the result (and the result shall specify the number of votes for, against and abstaining from such resolution).	**Article 125** The minutes of the Board shall consist of the following: (I) date and venue of the meeting and the name of the convener; (II) the name of the Director present and name of Director being appointed to attend on the other's behalf (proxy); (III) the agenda; (IV) the main points of Directors' speeches (including any concerns raised or dissenting views expressed by directors); (V) the voting method of each resolution and the result (and the result shall specify the number of votes ~~for~~ **in favor**, against and abstaining from such resolution).
31	Article 132 The circumstances under which a person shall not serve as a director as stipulated in Article 98 of the Articles of Association shall also apply to senior management. The provisions on the fiduciary duties of directors in Article 100 of the Articles of Association, and the provisions on diligence duties in Article 101 shall also apply to senior management.	**Article 131** The circumstances under which a person shall not serve as a director as stipulated in **Article 97** of the Articles of Association shall also apply to senior management. The provisions on the fiduciary duties of directors in **Article 99** of the Articles of Association, and the provisions on diligence duties in **Article 100** shall also apply to senior management.

No.	Provisions before Amendments	Proposed Amendments[1]
32	Article 134 The general manager shall serve a term of three years and may be reappointed for consecutive terms. The general manager may resign before the expiration of the term, and the specific procedures and methods for the general manager's resignation shall be stipulated in the labor contract between the general manager and the Company. When the general manager is unable to perform duties for special reasons, the Board shall appoint a deputy general manager to act on his/her behalf. Directors may concurrently serve as general manager or other senior management.	**Article 133** The general manager**, deputy general managers, chief financial officer and Board secretary** shall serve a term of three years and may be reappointed for consecutive terms. The ~~general manager~~ **above senior management** may resign before the expiration of the term, and the specific procedures and methods for the ~~general manager~~ **senior management**'s resignation shall be stipulated in the labor contract between the ~~general manager~~ **senior management** and the Company. When the general manager is unable to perform duties for special reasons, the Board shall appoint a deputy general manager to act on his/her behalf. Directors may concurrently serve as general manager or other senior management.
33	Article 145 Interim results or financial information published or disclosed by the Company may be prepared either in accordance with the PRC accounting standards, laws and regulations or the international standards or the accounting standards of the place(s) outside the PRC where Shares of the Company are listed.	**Article 144** ~~Interim results~~ **Results** or financial information announced or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations, and also in accordance with international or overseas listing standards.

No.	Provisions before Amendments	Proposed Amendments[1]
34	Article 146 The Company may not maintain any account books other than statutory account books. Assets of the Company shall not be held in any accounts opened under the names of any individuals.	**Article 145** The Company may not maintain any account books other than statutory account books. ~~Assets~~ **Funds** of the Company shall not be held in any accounts opened under the names of any individuals.
35	Article 154 The appointment of the accounting firm by the Company must be determined by the general meeting. The Board may not appoint an accounting firm before it is approved by the general meeting.	**Article 153** ~~The appointment of the accounting firm by the Company must be determined by the general meeting.~~ **The appointment, removal or non-renewal of the accounting firm by the Company shall be decided by way of an ordinary resolution at a general meeting.** The Board may not appoint an accounting firm before it is approved by the general meeting.
36	Article 156 The amount of remuneration of an accounting firm shall be decided upon by an ordinary resolution of the general meeting. The audit fees of the accounting firm shall be determined by the general meetings.	**Article 155** The amount of ~~remuneration~~ **compensation** of an accounting firm shall be decided upon by an ordinary resolution of the general meeting. ~~The audit fees of the accounting firm shall be determined by the general meetings.~~

No.	Provisions before Amendments	Proposed Amendments[1]
37	Article 157 The appointment, dismissal or no re-appointment of an accounting firm by the Company shall be decided upon by an ordinary resolution of the general meeting. Where it is intended to pass a resolution at a general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to reappoint a retiring accounting firm that has been appointed by the Board of Directors to fill a casual vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions: (I) Before dispatch of the general meeting notice, the proposal on the appointment or dismissal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm.	(This article will be deleted in its entirety)

No.	Provisions before Amendments	Proposed Amendments[1]
	(II) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures: (1) Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement; and (2) Copies of such a statement as the annex to the notice shall be sent to shareholders in such manner set forth in the Articles of Association. (III) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in paragraph (2) of this article, the accounting firm concerned may require the statement to be read out at the general meeting and make further complaints.	

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

No.	Provisions before Amendments	Proposed Amendments[1]
38	Article 158 Where the Company dismisses or no longer reappoint an accounting firm, it shall notify the accounting firm in advance. The accounting firm is entitled to present its views to the general meeting. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company. (I) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements: (1) in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or (2) any other such occasions that shall be presented.	**Article 156** Where the Company dismisses or no longer reappoint an accounting firm, it shall notify the accounting firm in advance. The accounting firm is entitled to present its views to the general meeting. Where an accounting firm proposes its resignation, it shall explain to the general meeting whether there are any irregularities in the Company. (I) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements: (1) in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or (2) any other such occasions that shall be presented.

No.	Provisions before Amendments	Proposed Amendments[1]
	(II) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. If the notice contains the statements referred to in paragraph (1)2 of this Article, the Company shall keep a copy of such statements at the Company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of H shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the Company website or such site specified by the stock exchange(s) of the place(s) where the Company's Shares are listed. (III) If the accounting firm's resignation notice contains any statement referred to in paragraph (1)2 of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.	(II) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. If the notice contains the statements referred to in paragraph (1)2 of this Article, the Company shall keep a copy of such statements at the Company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of H shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the Company website or such site specified by the stock exchange(s) of the place(s) where the Company's Shares are listed. (III) If the accounting firm's resignation notice contains any statement referred to in paragraph (1)2 of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.

No.	Provisions before Amendments	Proposed Amendments[1]
39	Article 165 If the Company still has losses after making up losses in accordance with the provisions of paragraph 2 of Article 148 of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 164 of the Articles of Association shall not apply. However, the Company shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the general meeting passes a resolution to reduce the registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.	**Article 163** If the Company still has losses after making up losses in accordance with the provisions of paragraph 2 of **Article 147** of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of **Article 162** of the Articles of Association shall not apply. However, the Company shall make a public announcement on newspaper recognized by the stock exchange of the place where the Company's Shares are listed or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the general meeting passes a resolution to reduce the registered capital. After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory reserve and the discretionary reserve reaches 50% of the Company's registered capital.

No.	Provisions before Amendments	Proposed Amendments[1]
40	Article 170 If the Company encounters the circumstances specified in Article 169 (1) and (2) of the Articles of Association, and if no asset has been distributed to shareholders, it may continue to exist by amending the Articles of Association. ……	**Article 168** If the Company encounters the circumstances specified in **Article 167** (1) and (2) of the Articles of Association, and if no asset has been distributed to shareholders, it may continue to exist by amending the Articles of Association. ……
41	Article 171 Where the Company is dissolved according to the provisions of Article 169 (1), (2), (4) or (5) of the Articles of Association, it shall be liquidated. Directors shall be the liquidation obligors of the Company, and a liquidation team shall be formed within fifteen days of the occurrence of the causes of dissolution, to carry out liquidation. ……	**Article 169** Where the Company is dissolved according to the provisions of **Article 167** (1), (2), (4) or (5) of the Articles of Association, it shall be liquidated. Directors shall be the liquidation obligors of the Company, and a liquidation team shall be formed within fifteen days of the occurrence of the causes of dissolution, to carry out liquidation. ……
42	Article 174 After the liquidation team has liquidated the properties of the Company and has prepared the balance sheets and checklists of properties, it shall prepare a plan of liquidation, and report it to the general meeting or the people's court for confirmation. The remaining assets that result from paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed according to the ratios of shareholding of the shareholders. During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not for purposes of carrying out liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.	(This article will be deleted in its entirety)

No.	Provisions before Amendments	Proposed Amendments[1]
43	Article 191 Definition (I) In the Articles of Association, a "controlling shareholder" means a shareholder who holds more than 50% of the Company's total share capital in ordinary shares (including preferred shares with voting rights restored); or a shareholder who, although holding less than 50% of the shares, has voting rights based on the shares held sufficient to exert a significant impact on the resolutions of the general meetings. (II) In the Articles of Association, a "de facto controller" means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company. (III) In the Articles of Association, "associated relationship" is the relationship between the controlling shareholder, de facto controller, directors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationships among themselves only because they are owned by the State.	**Article 188** Definition (I) In the Articles of Association, a "controlling shareholder" means a shareholder who holds more than 50% of the Company's total share capital in ordinary shares ~~(including preferred shares with voting rights restored)~~; or a shareholder who, although holding less than 50% of the shares, has voting rights based on the shares held sufficient to exert a significant impact on the resolutions of the general meetings. (II) In the Articles of Association, a "de facto controller" means a person who, though not a shareholder, but through investment relationships, agreements, or other arrangements, may actually control the activities of the Company. (III) In the Articles of Association, "associated relationship" is the relationship between the controlling shareholder, de facto controller, directors or senior management, and enterprises directly or indirectly controlled by them, as well as other relationships which may possibly cause the transfer of the Company's interests. However, enterprises owned by the State will not be regarded as having associated relationships among themselves only because they are owned by the State.

No.	Provisions before Amendments	Proposed Amendments[1]
44	Article 192 In the Articles of Association, the terms "not less than", "within", "not more than" and "previous" shall include the given figure, and the terms "more than half", "under", "beyond", "exceeding", "below", "less than", "not more than" and "more than" shall not include the given figure.	**Article 189** In the Articles of Association, the terms "not less than", ~~"within", "not more than"~~ and "previous" shall include the given figure, and the terms "more than half"~~, "under"~~, "beyond", "exceeding", "below", "less than", "not more than" and "more than" shall not include the given figure.
45	/	(New Article) **Article 194** **The Appendices to these Articles include the Rules of Procedure for General Meetings and the Rules of Procedure for the Board of Directors.**

No.	Articles before Amendments	Proposed Amendments[1]
1	Article 3 The general meeting shall exercise its powers within the scope prescribed by the Company Law and other laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or these Articles.	Article 3 The general meeting shall exercise its powers within the scope prescribed by the Company Law and other laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, or ~~these~~ **the** Articles **of Association**.
2	Article 7 General meetings are divided into annual general meetings and extraordinary general meetings. General meetings are generally convened by the Board of Directors. The annual general meeting shall be convened once a year and shall be held within six months after the end of the previous fiscal year. Extraordinary general meetings shall be convened from time to time. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of occurrence of the relevant event: (I) When the number of Directors falls below the number stipulated in the Company Law or 2/3 of the number specified in the Articles of Association; (II) When the unrecovered losses of the Company have reached 1/3 of the Company's total paid-in share capital; (III) When shareholders who individually or jointly hold more than 10% of the Company's Shares with voting rights request in writing to convene an extraordinary general meeting;	Article 7 General meetings are divided into annual general meetings and extraordinary general meetings. General meetings are generally convened by the Board of Directors. The annual general meeting shall be convened once a year and shall be held within six months after the end of the previous fiscal year. Extraordinary general meetings shall be convened from time to time. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of occurrence of the relevant event: (I) When the number of Directors falls below the number stipulated in the Company Law or 2/3 of the number specified in the Articles of Association; (II) When the unrecovered losses of the Company have reached 1/3 of the Company's total ~~paid-in~~ share capital; (III) When shareholders who individually or jointly hold more than 10% of the Company's Shares with voting rights request in writing to convene an extraordinary general meeting;

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

No.	Articles before Amendments	Proposed Amendments[1]
	(IV) When the Board deems it necessary to convene the meeting; (V) When the Audit Committee proposes to convene a meeting; (VI) When more than half of independent directors propose to hold a meeting; (VII) Any other circumstance required by the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.	(IV) When the Board deems it necessary to convene the meeting; (V) When the Audit Committee proposes to convene a meeting; (VI) When more than half of independent directors propose to hold a meeting; (VII) Any other circumstance required by the laws, administrative regulations, departmental rules, rules of the stock exchange(s) on which the Company's shares are listed or the Articles of Association.
3	Article 10 Shareholders who individually or jointly hold more than 10% of the Company's shares (on the basis of one vote per share) shall have the right to request the Board of Directors to convene an extraordinary general meeting, and such request shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the request, stating whether it agrees or disagrees to convene such extraordinary general meeting. Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders.	Article 10 Shareholders who individually or jointly hold more than 10% of the Company's **voting** shares (on the basis of one vote per share) shall have the right to request the Board of Directors to convene an extraordinary general meeting, and such request shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written reply within 10 days upon receipt of the request, stating whether it agrees or disagrees to convene such extraordinary general meeting. Where the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the relevant shareholders.

No.	Articles before Amendments	Proposed Amendments[1]
	Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Audit Committee in writing to convene an extraordinary general meeting. Where the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders. Where the Audit Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene or preside over the general meeting, and shareholders who individually or jointly hold more than 10% of the Company's shares (on the basis of one vote per share) for more than 90 consecutive days may convene and preside over the general meeting on their own.	Where the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the **voting** shares of the Company are entitled to request the Audit Committee in writing to convene an extraordinary general meeting. Where the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders. Where the Audit Committee fails to issue a notice of general meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene or preside over the general meeting, and shareholders who individually or jointly hold more than 10% of the Company's **voting** shares ~~(on the basis of one vote per share)~~ for more than 90 consecutive days may convene and preside over the general meeting on their own.

No.	Articles before Amendments	Proposed Amendments[1]
4	Article 15 When the Company convenes a general meeting, the Board, the Audit Committee, and the shareholder(s) individually or jointly holding more than 1% of the shares of the Company shall have the right to make proposals to the Company. Shareholders individually or jointly holding more than 1% of the Company's shares may put forward an interim proposal and submit it in writing to the convenor no later than 10 days before the holding of the general meeting or the deadline for the despatch of the supplemental circular for the general meeting as required under the Hong Kong Listing Rules, whichever is earlier. The convenor shall issue a supplemental notice of general meeting and make a public announcement of the contents of such extempore motion within 2 days after receipt of the motion. Except as provided in the preceding paragraph, the convenor, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. Any proposal not set out in the notice of the general meeting or not in compliance with Article 14 of these rules shall not be voted on and no resolution shall be passed at the general meeting.	Article 15 When the Company convenes a general meeting, the Board, the Audit Committee, and the shareholder(s) individually or jointly holding more than 1% of the **voting** shares of the Company shall have the right to make proposals to the Company. Shareholders individually or jointly holding more than 1% of the Company's **voting** shares may put forward an interim proposal and submit it in writing to the convenor no later than 10 days before the holding of the general meeting or the deadline for the despatch of the supplemental circular for the general meeting as required under the Hong Kong Listing Rules, whichever is earlier. The convenor shall issue a supplemental notice of general meeting and make a public announcement of the contents of such extempore motion within 2 days after receipt of the motion. Except as provided in the preceding paragraph, the convenor, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. Any proposal not set out in the notice of the general meeting or not in compliance with Article 14 of these rules shall not be voted on and no resolution shall be passed at the general meeting.

No.	Articles before Amendments	Proposed Amendments[1]
5	Article 18 The notice of a general meeting shall comply with the following requirements: (I) to be made in writing; (II) to specify the venue, date, time and duration of the meeting; (III) to state the matters and proposals to be submitted to the meeting for consideration; (IV) to provide shareholders with such information and explanations as are necessary to enable them to make an informed decision on the matters to be discussed; this principle includes, without limitation, that where the Company proposes a merger, repurchase of shares, capital reorganization or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided, together with a proper explanation of the reasons and consequences thereof; (V) where any director, supervisor, general manager or other senior management personnel has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed would affect such director, supervisor, general manager or other senior management personnel in his/her capacity as a shareholder differently from other shareholders of the same class, the difference shall be explained;	Article 18 The notice of a general meeting shall comply with the following requirements: (I) to be made in writing; (II) to specify the venue, date~~,~~ **and** time ~~and duration of the meeting~~; (III) to state the matters and proposals to be submitted to the meeting for consideration; ~~(IV) to provide shareholders with such information and explanations as are necessary to enable them to make an informed decision on the matters to be discussed; this principle includes, without limitation, that where the Company proposes a merger, repurchase of shares, capital reorganization or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided, together with a proper explanation of the reasons and consequences thereof;~~ ~~(V) where any director, supervisor, general manager or other senior management personnel has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed would affect such director, supervisor, general manager or other senior management personnel in his/her capacity as a shareholder differently from other shareholders of the same class, the difference shall be explained;~~

No.	Articles before Amendments	Proposed Amendments[1]
	(VI) to set out in full the text of any special resolution proposed to be passed at the meeting;	~~(VI) to set out in full the text of any special resolution proposed to be passed at the meeting;~~
	(VII) to include a conspicuous statement that shareholders entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf, and that such proxy need not be a shareholder;	**(IV)** to include a conspicuous statement that **all shareholders are entitled to attend the general meeting and** ~~shareholders entitled to attend and vote~~ shall have the right to appoint one **proxy in writing** ~~or more proxies~~ to attend and vote on their behalf, and that such proxy need not be a shareholder;
	(VIII) to set out the time and place for delivery of proxy forms for voting at the meeting;	**(V)** to set out the time and place for delivery of proxy forms for voting at the meeting;
	(IX) to specify the record date for shareholders entitled to attend the general meeting;	**(VI)** to specify the record date for shareholders entitled to attend the general meeting;
	(X) to set out the names and telephone numbers of the permanent contact persons for the meeting;	**(VII)** to set out the names and telephone numbers of the permanent contact persons for the meeting;
	(XI) to set out the time and procedures for voting by online or other means (if any).	**(VIII)** to set out the time and procedures for voting by online or other means (if any).

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

No.	Articles before Amendments	Proposed Amendments[1]
7	Article 25 Shareholders may attend general meetings in person and exercise their voting rights, or may appoint another person to attend and exercise their voting rights on their behalf, and such proxy need not be a shareholder of the Company. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxies may, in accordance with the shareholder's entrustment, exercise the following rights: (I) the right of the shareholder to speak at the general meeting; (II) the right to demand, individually or jointly with others, a vote by poll; (III) unless otherwise provided under the applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or by poll, provided that if more than one proxy is appointed, such proxies may only exercise the right to vote by poll.	Article 25 Shareholders may attend general meetings in person and exercise their voting rights, or may appoint another person to attend and exercise their voting rights on their behalf, and such proxy need not be a shareholder of the Company. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one **person** ~~or more persons~~ (who need not be shareholders) as his/her proxies to attend and vote on his/her behalf. Such proxies may, in accordance with the shareholder's entrustment, exercise the following rights: (I) the right of the shareholder to speak at the general meeting; (II) the right to demand, individually or jointly with others, a vote by poll; (III) unless otherwise provided under the applicable listing rules or other securities laws and regulations, the right to vote by a show of hands or by poll, provided that if more than one proxy is appointed, such proxies may only exercise the right to vote by poll.

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

No.	Articles before Amendments	Proposed Amendments[1]
8	Article 31 Individual shareholders attending the meeting in person shall present their personal ID cards or other valid documents evidencing their identity. Where a proxy is appointed to attend the meeting, in addition to the identification document of the principal, the proxy shall also present his/her own valid identification document and the proxy form issued by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy authorized by such legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as the legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written power of attorney lawfully issued by the legal representative of the corporate shareholder (excluding Recognized Clearing House or its nominee).	Article 31 Individual shareholders attending the meeting in person shall present their personal ID cards or other valid documents evidencing their identity. Where a proxy is appointed to attend the meeting, ~~in addition to the identification document of the principal,~~ the proxy shall ~~also~~ present his/her own valid identification document and the proxy form issued by the shareholder. A corporate shareholder shall attend the meeting through its legal representative or a proxy authorized by such legal representative. If the legal representative attends the meeting, he/she shall present his/her personal ID card and valid proof of his/her qualification as the legal representative; if a proxy attends the meeting, the proxy shall present his/her own personal ID card and a written power of attorney lawfully issued by the legal representative of the corporate shareholder (excluding Recognized Clearing House or its nominee).
9	Article 32 The convenor shall jointly verify the legitimacy of shareholder qualifications based on the register of shareholders as at the close of the record date provided by the securities registration and clearing institution and overseas agents, and register the names of shareholders attending the meeting and the number of voting shares they hold. The registration for the meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them.	Article 32 The convenor shall jointly verify the legitimacy of shareholder qualifications based on the register of shareholders as at the close of the record date provided by the securities registration and clearing institution and overseas agents, and register the names of shareholders attending the meeting and the number of voting shares they hold. The registration for the meeting shall end before the chairman of the meeting **(i.e., the meeting presider)** announces the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them.

No.	Articles before Amendments	Proposed Amendments[1]
10	Article 34 Where a general meeting is convened by the Board of Directors, it shall be presided over by the chairman of the Board, who shall act as the chairman of the meeting. If the chairman of the Board is unable to attend the meeting for any reason, the meeting shall be convened and presided over by the vice chairman of the Board. Where both the chairman and the vice chairman of the Board are unable to attend the meeting, the Board of Directors may designate a director of the Company to convene and preside over the meeting as the chairman of the meeting. Where no chairman of the meeting has been designated, the shareholders attending the meeting may elect one person to act as the chairman. If for any reason the shareholders are unable to elect a chairman, the shareholder (including proxy(ies)) present at the meeting who holds the largest number of voting shares shall act as the chairman of the meeting. A general meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his/her duties, the deputy chairman of the Audit Committee shall preside over the meeting. If the deputy chairman of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee elected by more than half of the members of the Audit Committee shall preside over the meeting.	Article 34 Where a general meeting is convened by the Board of Directors, it shall be presided over by the chairman of the Board, who shall act as the chairman of the meeting. If the chairman of the Board is unable to attend the meeting for any reason, the meeting shall be convened and presided over by the vice chairman of the Board. Where both the chairman and the vice chairman of the Board are unable to attend the meeting, ~~the Board of Directors may designate a director of the Company to~~ **a director jointly elected by more than half of the directors may** convene and preside over the meeting as the chairman of the meeting. Where no chairman of the meeting has been designated, the shareholders attending the meeting may elect one person to act as the chairman. If for any reason the shareholders are unable to elect a chairman, the shareholder (including proxy(ies)) present at the meeting who holds the largest number of voting shares shall act as the chairman of the meeting. A general meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his/her duties, ~~the deputy chairman of the Audit Committee shall preside over the meeting. If the deputy chairman of the Audit Committee is unable or fails to perform his/her duties,~~ a member of the Audit Committee elected by more than half of the members of the Audit Committee shall preside over the meeting.

No.	Articles before Amendments	Proposed Amendments[1]
	If a general meeting is convened by the shareholders, the convenor shall elect a representative to preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.	If a general meeting is convened by the shareholders, the convenor **or a representative nominated by the convenor** shall ~~elect or a representative to~~ preside over the meeting. During the course of a general meeting, if the meeting chairperson violates the procedural rules so that the meeting cannot proceed, upon approval by the shareholders present at the meeting holding more than half of the voting rights, the meeting may elect one person to act as the chairperson to continue the meeting.
11	Article 38 When the general meeting considers connected transaction matters, if required under applicable laws, regulations or the listing rules of the stock exchange(s) on which the Company's shares are listed, the connected shareholders shall abstain from voting, and the voting shares which they represent shall not be counted in the total number of valid votes. The announcement of resolutions of the general meeting shall fully disclose the voting results of the non-connected shareholders. If, pursuant to laws, administrative regulations, rules, regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed, the connected shareholders are required to attend the meeting to provide an explanation, the connected shareholders shall have the responsibility and obligation to attend the meeting and make a truthful explanation. The definition and scope of connected shareholders shall be determined in accordance with the relevant requirements of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.	Article 38 When the general meeting considers connected transaction matters, if required under applicable laws, regulations or the listing rules of the stock exchange(s) on which the Company's shares are listed, the connected shareholders shall abstain from voting, and the voting shares which they represent shall not be counted in the total number of valid votes. The announcement of resolutions of the general meeting shall fully disclose the voting results of the non-connected shareholders. If, pursuant to laws, administrative regulations, rules, regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed, the connected shareholders are required to attend the meeting to provide an explanation, the connected shareholders shall have the responsibility and obligation to attend the meeting and make a truthful explanation. The definition and scope of connected shareholders shall be determined in accordance with the relevant requirements of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.

No.	Articles before Amendments	Proposed Amendments[1]
	When the general meeting adopts resolutions on connected transaction matters, such resolutions shall be passed by more than one-half or two-thirds or more of the voting rights held by the non-connected shareholders present at the general meeting, depending on whether they are ordinary resolutions or special resolutions. Voting on connected transaction matters shall be counted and supervised by representatives of non-connected shareholders. Shares held by the Company itself shall carry no voting rights and shall not be counted in the total number of voting shares represented at the general meeting.	When the general meeting adopts resolutions on connected transaction matters, such resolutions shall be passed by more than one-half or two-thirds or more of the voting rights held by the non-connected shareholders present at the general meeting, depending on whether they are ordinary resolutions or special resolutions. ~~Voting on connected transaction matters shall be counted and supervised by representatives of non-connected shareholders.~~ Shares held by the Company itself shall carry no voting rights and shall not be counted in the total number of voting shares represented at the general meeting.

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

No.	Articles before Amendments	Proposed Amendments[1]
13	Article 51 Resolutions of a general meeting are classified into ordinary resolutions and special resolutions, of which: (I) the following matters shall be passed by an ordinary resolution of the general meeting: 1. work reports of the Board of Directors; 2. profit distribution proposals and loss recovery proposals formulated by the Board of Directors; 3. appointment and removal of non-employee representative directors, and the remuneration and payment methods of directors; 4. appointment, removal and remuneration of accounting firms; 5. matters other than those requiring the approval by special resolution according to laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.	Article 51 Resolutions of a general meeting are classified into ordinary resolutions and special resolutions, of which: (I) the following matters shall be passed by an ordinary resolution of the general meeting: 1. work reports of the Board of Directors; 2. profit distribution proposals and loss recovery proposals formulated by the Board of Directors; 3. appointment and removal of non-employee representative directors, and the remuneration and payment methods of directors; 4. appointment, removal and remuneration of accounting firms; 5. matters other than those requiring the approval by special resolution according to laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.

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

No.	Articles before Amendments	Proposed Amendments[1]
	Ordinary resolutions of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be passed by two-thirds or more of the voting rights held by the shareholders (including their proxies) attending the meeting.	Ordinary resolutions of a general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions of a general meeting shall be passed by two-thirds or more of the voting rights held by the shareholders (including their proxies) attending the meeting.
14	Article 53 The minutes of the general meeting shall be prepared by the Board secretary, and shall record the following: (I) the time, venue, agenda of the meeting, and the name of the convenor; (II) the names of the chairman of the meeting, the directors, the general manager and other senior management attending or present at the meeting; (III) the number of shareholders (including domestic shareholders and H shareholders (if any)) and proxies attending the meeting, the total number of voting shares they hold and its proportion to the total shares of the Company; (IV) the deliberation process, key points of speeches and the voting results for each proposal; (V) shareholders' inquiries, opinions or suggestions and corresponding replies or explanations; (VI) the names of vote counters and scrutineers;	Article 53 The minutes of the general meeting shall be prepared by the Board secretary, and shall record the following: (I) the time, venue, agenda of the meeting, and the name of the convenor; (II) the names of the chairman of the meeting, the directors, the general manager and other senior management attending or present at the meeting; (III) the number of shareholders (including domestic shareholders and H shareholders (if any)) and proxies attending the meeting, the total number of voting shares they hold and its proportion to the total shares of the Company; (IV) the deliberation process, key points of speeches and the voting results for each proposal; (V) shareholders' inquiries, opinions or suggestions and corresponding replies or explanations; (VI) the names of vote counters and scrutineers;

No.	Articles before Amendments	Proposed Amendments[1]
	(VII) other contents required to be recorded in the minutes of the meeting under laws, administrative regulations, the Articles of Association and these rules. The attending directors, Board secretary, the convenor or his/her representative, and the chairman (presider) of the meeting shall sign the minutes of the meeting, and ensure that the contents of the minutes are truthful, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders attending in person, the powers of attorney of the proxies, and valid records of voting conducted online or by other means, for a period of 10 years.	(VII) other contents required to be recorded in the minutes of the meeting under laws, administrative regulations, the Articles of Association and these rules. The attending **or present** directors, Board secretary, the convenor or his/her representative, and the chairman ~~(presider)~~ of the meeting shall sign the minutes of the meeting, and ensure that the contents of the minutes are truthful, accurate and complete. The minutes of the meeting shall be kept together with the signature book of the shareholders attending in person, the powers of attorney of the proxies, and valid records of voting conducted online or by other means, for a period of 10 years.

No.	Provisions before Amendments	Proposed Amendments[1]
1	Article 3 The Board of Directors shall consist of 15 directors, and when a company has more than 300 employees, it shall include a director who is a employee representative of the Company. The number of independent non-executive directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors. The employee representative director on the Board of Directors shall be elected by the Company's employees at the employee representatives' meeting, employee meeting or other ways of democratic election. At lease one of the independent non-executive directors shall possess accounting or financial expertise as required under the Listing Rules, and at least one independent non-executive director shall ordinarily reside in Hong Kong. The Board of Directors shall have one chairman.	Article 3 The Board of Directors shall consist of **7–**15 directors, and when a company has more than 300 employees, it shall include a director who is a employee representative of the Company. The number of independent non-executive directors shall not be less than three and shall represent more than one-third of the total number of the Board of Directors. The employee representative director on the Board of Directors shall be elected by the Company's employees at the employee representatives' meeting, employee meeting or other ways of democratic election. At lease one of the independent non-executive directors shall possess accounting or financial expertise as required under the Listing Rules, and at least one independent non-executive director shall ordinarily reside in Hong Kong. The Board of Directors shall have one chairman.

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

No.	Provisions before Amendments	Proposed Amendments[1]
2	Article 5 The Board of Directors shall exercise the following power: (I) to convene general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; (V) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities and the listing; (VI) to draft proposals for the Company's merger, division, dissolution or change in corporate form; (VII) to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; (VIII) within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.;	Article 5 The Board of Directors shall exercise the following power: (I) to convene general meetings and report to the general meetings; (II) to implement resolutions of the general meetings; (III) to determine on the Company's business plans and investment plans; (IV) to formulate the Company's profit distribution plans and plans for recovery of losses of the Company; (V) to formulate proposals for the increase or decrease of the Company's registered capital, the issuance of bonds or other securities and the listing; (VI) to draft proposals for the Company's merger, division, dissolution or change in corporate form; (VII) to draft proposals for the Company's major assets acquisitions and sale, and repurchase of Shares of the Company; (VIII) within the scope authorized by the general meeting, to decide the Company's external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions and external donations, etc.;

No.	Provisions before Amendments	Proposed Amendments[1]
	(IX) to decide on establishment of internal management structure of the Company;	(IX) to decide on establishment of internal management structure of the Company;
	(X) to decide the establishment of committees of the Board of Directors; appoint or remove the chairman (convenor) of the committees of the Board of Directors;	(X) to decide the establishment of committees of the Board of Directors; appoint or remove the chairman (convenor) of the committees of the Board of Directors;
	(XI) to appoint or remove the Company's general manager, secretary of the Board of Directors, and company secretary and other senior management; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments, rewards and penalties;	(XI) to appoint or remove the Company's general manager, secretary of the Board of Directors, and company secretary and other senior management; to appoint or remove senior management including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their emoluments, rewards and penalties;
	(XII) to establish the basic management systems of the Company;	(XII) to establish the basic management systems of the Company;
	(XIII) to formulate proposals for the amendment to the Articles of Association;	(XIII) to formulate proposals for the amendment to the Articles of Association;
	(XIV) to formulate proposals to adopt the share incentive plan of the Company;	(XIV) to formulate proposals to adopt the share incentive plan of the Company;
	(XV) to manage the information disclosures of the Company;	(XV) to manage the information disclosures of the Company;
	(XVI) to propose to the general meeting the appointment or change of the accounting firm that audits the Company;	(XVI) to propose to the general meeting the appointment or change of the accounting firm that audits the Company;

No.	Provisions before Amendments	Proposed Amendments[1]
	(XVII) to review work reports submitted by the general manager of the Company and examine his/her work; (XVIII) to decide on material matters and administrative matters other than those requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, the Article of Association, and to sign other important agreements;	(XVII) to review work reports submitted by the general manager of the Company and examine his/her work; **(XVIII) to be responsible for the effective governance and supervision of environmental, social and governance matters, and to assess and manage material environmental and social risks;** **(XIX)** to decide on material matters and administrative matters other than those requiring the approval by the general meeting of the Company in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, the Article of Association, and to sign other important agreements;

No.	Provisions before Amendments	Proposed Amendments[1]
	(XIX) to perform corporate governance duties as set out in the Corporate Governance Code in Appendix C1 to the Listing Rules, including but not limited to: to formulate and review the Company's corporate governance policies and practices and to make recommendations to the Board of Directors; to review and monitor the training and continuous professional development of directors and senior management; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to formulate, review and monitor the code of conduct and compliance manual (if any) for employees and directors; and to review the Company's compliance with the Corporate Governance Code in Appendix C1 to the Listing Rules and the disclosure in the Corporate Governance Report.	**(XX)** to perform corporate governance duties as set out in the Corporate Governance Code in Appendix C1 to the Listing Rules, including but not limited to: to formulate and review the Company's corporate governance policies and practices and to make recommendations to the Board of Directors; to review and monitor the training and continuous professional development of directors and senior management; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to formulate, review and monitor the code of conduct and compliance manual (if any) for employees and directors; and to review the Company's compliance with the Corporate Governance Code in Appendix C1 to the Listing Rules and the disclosure in the Corporate Governance Report.

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

No.	Provisions before Amendments	Proposed Amendments[1]
	(XXI) The matters to be reviewed annually by the Board of Directors shall specifically include the following: (a) the changes, since the last annual review, in the nature and severity of significant risks, and the Company's ability to respond to changes in its business and the external environment; (b) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, and, where applicable, the work of its internal audit function and other assurance providers; (c) the extent and frequency of communication of monitoring results to the Board of Directors (or Board committee(s)) which enables it to assess the Company's control systems and the effectiveness of risk management; (d) significant control failings or weaknesses that have been identified during the period, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and	**(XXII)** The matters to be reviewed annually by the Board of Directors shall specifically include the following: (a) the changes, since the last annual review, in the nature and severity of significant risks, and the Company's ability to respond to changes in its business and the external environment; (b) the scope and quality of management's ongoing monitoring of risks and of the internal control systems, and, where applicable, the work of its internal audit function and other assurance providers; (c) the extent and frequency of communication of monitoring results to the Board of Directors (or Board committee(s)) which enables it to assess the Company's control systems and the effectiveness of risk management; (d) significant control failings or weaknesses that have been identified during the period, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company's financial performance or condition; and

No.	Provisions before Amendments	Proposed Amendments[1]
	(e) the effectiveness of the Company's processes for financial reporting and compliance with the Listing Rules.	(e) the effectiveness of the Company's processes for financial reporting and compliance with the Listing Rules.
	(XXII) The Board of Directors shall ensure that each newly appointed director receives a comprehensive, formal and tailored induction on appointment, and shall thereafter be provided with the necessary briefings and professional development to ensure that he/she has a proper understanding of the operations and business of the Company and is fully aware of his/her duties under laws, regulations, the Listing Rules and other regulatory requirements, as well as the Company's business and governance policies;	**(XXIII)** The Board of Directors shall ensure that each newly appointed director receives a comprehensive, formal and tailored induction on appointment, and shall thereafter be provided with the necessary briefings and professional development to ensure that he/she has a proper understanding of the operations and business of the Company and is fully aware of his/her duties under laws, regulations, the Listing Rules and other regulatory requirements, as well as the Company's business and governance policies;
	(XXIII) The Board of Directors shall encourage all directors to participate in continuous professional development to develop and refresh their knowledge and skills.	**(XXIV)** The Board of Directors shall encourage all directors to participate in continuous professional development to develop and refresh their knowledge and skills.
	(XXIV) other powers conferred by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association, as well as by the general meeting.	**(XXV)** other powers conferred by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association, as well as by the general meeting.

No.	Provisions before Amendments	Proposed Amendments[1]
3	Article 7 The chairman of the Board shall exercise the following powers: (I) to convene and preside over general meetings and Board meetings; (II) to supervise and review the implementation of the resolutions of the Board of Directors; (III) to be responsible for ensuring that directors receive adequate information in a timely manner, and that such information is clear, complete and reliable; (IV) to determine and approve the agenda for each Board meeting and, where appropriate, approve any matters that other directors propose to add to the agenda. The chairman of the Board may delegate this responsibility to a designated director or the Board secretary; (V) to organize the formulation of rules and regulations governing the operation of the Board of Directors, and to coordinate the work of the Board of Directors; (VI) to sign important documents of the Board of Directors, and to sign, on behalf of the Company, important documents which are legally binding; (VII) to nominate candidates for the Company's general manager and Board secretary;	Article 7 The chairman of the Board shall exercise the following powers: (I) to **preside over general meetings and** convene and preside over ~~general meetings and~~ Board meetings; (II) to supervise and review the implementation of the resolutions of the Board of Directors; (III) to be responsible for ensuring that directors receive adequate information in a timely manner, and that such information is clear, complete and reliable; (IV) to determine and approve the agenda for each Board meeting and, where appropriate, approve any matters that other directors propose to add to the agenda. The chairman of the Board may delegate this responsibility to a designated director or the Board secretary; (V) to organize the formulation of rules and regulations governing the operation of the Board of Directors, and to coordinate the work of the Board of Directors; (VI) to sign important documents of the Board of Directors, and to sign, on behalf of the Company, important documents which are legally binding; (VII) to nominate candidates for the Company's general manager and Board secretary;

No.	Provisions before Amendments	Proposed Amendments[1]
	(VIII) to coordinate the establishment of special committees and the nomination of their members;	(VIII) to coordinate the establishment of special committees and the nomination of their members;
	(IX) to receive regular or ad hoc work reports from senior management of the Company, and to provide guiding opinions on the implementation of resolutions of the Board of Directors;	(IX) to receive regular or ad hoc work reports from senior management of the Company, and to provide guiding opinions on the implementation of resolutions of the Board of Directors;
	(X) to examine and approve the plan for the use of working funds of the Board of Directors;	(X) to examine and approve the plan for the use of working funds of the Board of Directors;
	(XI) in case of force majeure or major emergencies where a Board meeting cannot be convened in a timely manner, to exercise special powers over the affairs of the Company in compliance with the law and in the interests of the Company, and to report thereafter to the Board of Directors and the general meeting;	(XI) in case of force majeure or major emergencies where a Board meeting cannot be convened in a timely manner, to exercise special powers over the affairs of the Company in compliance with the law and in the interests of the Company, and to report thereafter to the Board of Directors and the general meeting;
	(XII) to take primary responsibility for ensuring that the Company establishes sound corporate governance practices and procedures;	(XII) to take primary responsibility for ensuring that the Company establishes sound corporate governance practices and procedures;
	(XIII) to encourage all directors to actively participate in the affairs of the Board of Directors and lead by example to ensure that the Board acts in the best interests of the Company. The chairman of the Board should encourage directors with different views to express their concerns and allow sufficient time for discussion of such matters, so as to ensure that the decisions of the Board of Directors fairly reflect the consensus of the Board of Directors;	(XIII) to encourage all directors to actively participate in the affairs of the Board of Directors and lead by example to ensure that the Board acts in the best interests of the Company. The chairman of the Board should encourage directors with different views to express their concerns and allow sufficient time for discussion of such matters, so as to ensure that the decisions of the Board of Directors fairly reflect the consensus of the Board of Directors;

No.	Provisions before Amendments	Proposed Amendments[1]
	(XIV) to approve transactions or matters which, under the Company's corporate governance system, require approval by the general meeting or the Board of Directors, or which are beyond the decision-making authority exercisable by the general manager (general manager); (XV) the chairman of the Board shall hold at least one meeting each year with non-executive directors (including independent non-executive directors) without the presence of executive directors; (XVI) to ensure that appropriate steps are taken to maintain effective communication with shareholders, and to ensure that the views of shareholders are communicated to the Board of Directors as a whole; (XVII) to promote a culture of openness and active discussion, to facilitate directors (particularly non-executive directors) in making effective contributions to the Board of Directors, and to ensure good relationships between executive directors and the non-executive directors; (XVIII) other powers conferred by the Board of Directors.	(XIV) to approve transactions or matters which, under the Company's corporate governance system, require approval by the general meeting or the Board of Directors, or which are beyond the decision-making authority exercisable by the general manager **or general manager office meeting** ~~(general manager)~~; (XV) the chairman of the Board shall hold at least one meeting each year with ~~non-executive directors (including~~ independent non-executive directors~~)~~ without the presence of executive directors; (XVI) to ensure that appropriate steps are taken to maintain effective communication with shareholders, and to ensure that the views of shareholders are communicated to the Board of Directors as a whole; (XVII) to promote a culture of openness and active discussion, to facilitate directors (particularly non-executive directors) in making effective contributions to the Board of Directors, and to ensure good relationships between executive directors and the non-executive directors; (XVIII) other powers conferred by the Board of Directors.
4	Article 8 Where the chairman of the Board is unable or fails to perform his/her duties, the vice chairman of the Board shall convene and preside over the Board meeting; where the vice chairman of the Board is unable or fails to perform his/her duties, more than one half of the directors shall jointly nominate a director to perform such duties.	Article 8 Where the chairman of the Board is unable or fails to perform his/her duties, the vice chairman of the Board shall ~~convene and preside over the Board meeting~~ **perform such duties**; where the vice chairman of the Board is unable or fails to perform his/her duties, more than one half of the directors shall jointly nominate a director to perform such duties.

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

No.	Provisions before Amendments	Proposed Amendments[1]
6	Article 16 The Board of Directors shall convene regular meetings and extraordinary meetings. Meeting notices for regular meetings shall be delivered to all directors and supervisors in the manner stipulated in the Articles of Association at least 14 days before the meeting is convened. Meeting agenda and meeting documents shall be delivered to all directors at least three days before the meeting is convened in the manner stipulated in the Articles of Association. For extraordinary Board meetings, all directors shall be notified in writing at least three days prior to the meeting. In case of emergency, with the approval of the chairman of the Board, the convening of an extraordinary Board meeting shall not be subject to the time limit for meeting notice stipulated in this Article, provided that reasonable notice shall be given to directors and the general manager. Under any circumstances where the Board of Directors expects to resolve at a Board meeting to declare, recommend or pay a dividend, or to approve any announcement of profits or losses for any annual, half-yearly or other period at such meeting, the issuer shall, in accordance with the Listing Rules, issue an announcement at least seven clear business days prior to the date of such meeting.	Article 16 The Board of Directors shall convene regular meetings and extraordinary meetings. Meeting notices for regular meetings shall be delivered to all directors and supervisors in the manner stipulated in the Articles of Association at least 14 days before the meeting is convened. Meeting agenda and meeting documents shall be delivered to all directors at least three days before the meeting is convened in the manner stipulated in the Articles of Association. For extraordinary Board meetings, all directors shall be notified in writing at least three days prior to the meeting. In case of emergency, with the approval of the chairman of the Board, the convening of an extraordinary Board meeting shall not be subject to the time limit for meeting notice stipulated in this Article, provided that reasonable notice shall be given to directors and the general manager. Under any circumstances where the Board of Directors expects to resolve at a Board meeting to declare, recommend or pay a dividend, or to approve any announcement of profits or losses for any annual, half-yearly or other period at such meeting, the issuer shall, in accordance with the Listing Rules, issue an announcement at least seven clear business days prior to the date of such meeting.

No.	Provisions before Amendments	Proposed Amendments[1]
	Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile, etc., provided that Directors can fully express their views, and all Directors who participate in a Board meeting held in such form shall be deemed to have attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline for voting. The attending directors shall deliver their voting opinions to the Company by facsimile before the voting deadline specified in the meeting notice, and shall send the originals of their signed voting opinions to the Board of Directors of the Company.	Board meetings may be convened by means of telephone conference, video conference, circulation of documents, facsimile, etc., provided that Directors can fully express their views, and all Directors who participate in a Board meeting held in such form shall be deemed to have attended the meeting in person. For a Board meeting which is held by means of telecommunication, the notice of meeting shall set out the details of the resolutions of the meeting, and shall state the deadline for voting. The attending directors shall deliver their voting opinions to the Company ~~by facsimile~~ before the voting deadline specified in the meeting notice, and shall send the originals of their signed voting opinions to the Board of Directors of the Company.
7	Article 17 If there exists a conflict of interests deemed to be material by the Board of Directors in the matters to be considered by the Board of Directors, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive directors who, together with their associates, have no material interest in the transaction shall attend the relevant Board meeting. If a director has attended the meeting and has not raised any objection regarding non-receipt of meeting notice before or upon arrival at the meeting, such director shall be deemed to have been duly given meeting notice. A written notice of a Board meeting shall include the following: (I) the time and venue of the meeting; (II) the manner of convening the meeting; (III) the reasons for and agenda of the meeting;	Article 17 If there exists a conflict of interests deemed to be material by the Board of Directors in the matters to be considered by the Board of Directors, the relevant matters shall be handled by means of holding a Board meeting (but not written resolutions). Independent non-executive directors who, together with their associates, have no material interest in the transaction shall attend the relevant Board meeting. ~~If a director has attended the meeting and has not raised any objection regarding non-receipt of meeting notice before or upon arrival at the meeting, such director shall be deemed to have been duly given meeting notice. A written notice of a Board meeting shall include the following:~~ ~~(I) the time and venue of the meeting;~~ ~~(II) the manner of convening the meeting;~~ ~~(III) the reasons for and agenda of the meeting;~~

No.	Provisions before Amendments	Proposed Amendments[1]
	(IV) the convenor and chairman of the meeting, the proposer of the extraordinary meeting and his/her written proposal;	~~(IV) the convenor and chairman of the meeting, the proposer of the extraordinary meeting and his/her written proposal;~~
	(V) the materials necessary for the directors to vote at the meeting;	~~(V) the materials necessary for the directors to vote at the meeting;~~
	(VI) the requirement that directors shall attend the meeting in person or appoint other directors to attend the meeting on their behalf;	~~(VI) the requirement that directors shall attend the meeting in person or appoint other directors to attend the meeting on their behalf;~~
	(VII) the contact person and contact information;	~~(VII) the contact person and contact information;~~
	(VIII) the date of the notice.	~~(VIII) the date of the notice.~~
	A verbal notice of a Board meeting shall include at least the items set out in items (I) and (II) above, as well as an explanation that the situation is urgent and a an extraordinary Board meeting must be convened as soon as possible.	~~A verbal notice of a Board meeting shall include at least the items set out in items (I) and (II) above, as well as an explanation that the situation is urgent and a an extraordinary Board meeting must be convened as soon as possible.~~

No.	Provisions before Amendments	Proposed Amendments[1]
8	/	Article 18 If a director has attended the meeting and has not raised any objection regarding non-receipt of meeting notice before or upon arrival at the meeting, such director shall be deemed to have been duly given meeting notice. A written notice of a Board meeting shall include the following: (I) the time and venue of the meeting; (II) the manner of convening the meeting; (III) the reasons for and agenda of the meeting; (IV) the convenor and chairman of the meeting, the proposer of the extraordinary meeting and his/her written proposal; (V) the materials necessary for the directors to vote at the meeting; (VI) the requirement that directors shall attend the meeting in person or appoint other directors to attend the meeting on their behalf; (VII) the contact person and contact information; (VIII) the date of the notice. A verbal notice of a Board meeting shall include at least the contents set out in items (I) and (II) above, as well as an explanation that the situation is urgent and that an extraordinary Board meeting must be convened as soon as possible.

No.	Provisions before Amendments	Proposed Amendments[1]
9	Article 19 Unless otherwise provided in the Articles of Association, a Board meeting shall be held only if more than half of the directors attend the meeting. The general manager and the Board secretary who do not concurrently serve as directors shall be present at Board meetings, and other relevant persons may be notified to be present at Board meetings if the chairman of the meeting considers it necessary.	**Article 20** Unless otherwise provided in the Articles of Association, a Board meeting shall be held only if more than half of the directors attend the meeting. The general manager and the Board secretary who do not concurrently serve as directors shall be present at Board meetings, and other relevant persons may be notified to be present at Board meetings if the chairman of the meeting considers it necessary.
10	Article 20 A Board meeting shall be attended by the directors in person. Where a director is unable to attend the meeting for any reason, he/she may prudently select and appoint another director in writing to attend on his/her behalf. The proxy form shall specify the name of the proxy, the matters to be represented, the scope of authorization, the validity period, and shall be signed or sealed by the appointor. For matters involving voting, the appointor shall clearly state in the proxy form his/her vote of approval, opposition or abstention on each matter. A director shall not make or accept a proxy without voting instructions, a discretionary proxy, or a proxy with an unclear scope of authorization. The liability of a director with respect to voting matters shall not be exempted by appointing another director to attend the meeting on his/her behalf. The director attending on behalf of another shall exercise director's rights powers within the scope of the authorization. Where a director neither attends a Board meeting nor appoints another to attend, he/she shall be deemed to have waived the right to vote at such meeting.	**Article 21** A Board meeting shall be attended by the directors in person. Where a director is unable to attend the meeting for any reason, he/she may prudently select and appoint another director in writing to attend on his/her behalf. The proxy form shall specify the name of the proxy, the matters to be represented, the scope of authorization, the validity period, and shall be signed or sealed by the appointor. For matters involving voting, the appointor shall clearly state in the proxy form his/her vote of approval, opposition or abstention on each matter. A director shall not make or accept a proxy without voting instructions, a discretionary proxy, or a proxy with an unclear scope of authorization. The liability of a director with respect to voting matters shall not be exempted by appointing another director to attend the meeting on his/her behalf. The director attending on behalf of another shall exercise director's rights powers within the scope of the authorization. Where a director neither attends a Board meeting nor appoints another to attend, he/she shall be deemed to have waived the right to vote at such meeting.

No.	Provisions before Amendments	Proposed Amendments[1]
11	Article 24 Directors shall read relevant meeting materials carefully and express their opinions independently and prudently on the basis of a full understanding of the situation. The directors may obtain the information required for decision-making from the relevant persons and institutions such as the Board Office, the convenor of the meeting, senior management, the special committees, the accounting firms and the law firms, etc., prior to the meeting, or they may suggest to the chairman of the meeting to request the representatives of the above persons and institutions attending the meeting to explain the relevant circumstances while the meeting is in progress.	**Article 25** Directors shall read relevant meeting materials carefully and express their opinions independently and prudently on the basis of a full understanding of the situation. The directors may obtain the information required for decision-making from the relevant persons and institutions such as the Board Office, the convenor of the meeting, senior management, the special committees, the accounting firms and the law firms, etc., prior to the meeting, or they may suggest to the chairman of the meeting to request the representatives of the above persons and institutions attending the meeting to explain the relevant circumstances while the meeting is in progress.

No.	Provisions before Amendments	Proposed Amendments[1]
12	Article 29 Under any of the following circumstances, a director shall abstain from voting on the relevant proposal: (I) where the director has a connected relationship with the enterprise involved in the matter to be resolved at the Board meeting; (II) where the director considers that he/she should abstain; (III) other circumstances requiring abstention as prescribed by laws, the Listing Rules or the Articles of Association. Under the above circumstances, a Board meeting may be held with the attendance of a majority of the non-connected directors, and resolutions made at a Board meeting shall be passed by a majority of the non-connected directors present. Where the number of non-connected directors attending a Board meeting is less than half of all non-connected directors, the matter shall be submitted to the general meeting for consideration.	**Article 30** Under any of the following circumstances, a director shall abstain from voting on the relevant proposal: (I) where the director has a connected relationship with the enterprise **or individual** involved in the matter to be resolved at the Board meeting; (II) where the director considers that he/she should abstain; (III) other circumstances requiring abstention as prescribed by laws, the Listing Rules or the Articles of Association. Under the above circumstances, a Board meeting may be held with the attendance of a majority of the non-connected directors, and resolutions made at a Board meeting shall be passed by a majority of the non-connected directors present. Where the number of non-connected directors attending a Board meeting is less than ~~half of all non-connected directors~~ **three**, the matter shall be submitted to the general meeting for consideration.
13	Article 32 After the attending directors have completed voting, the Board Secretary shall organize the relevant staff to promptly collect the ballots of the directors and deliver them to the Board secretary for counting under the supervision of an independent non-executive director.	Article 33 After the attending directors have completed voting, the Board Secretary shall organize the relevant staff to promptly collect the ballots of the directors~~ and deliver them to the Board secretary for counting under the supervision of an independent non-executive director~~.

No.	Provisions before Amendments	Proposed Amendments[1]
14	Article 33 Where a Board meeting is held by video conference or telephone and a director is unable to sign the minutes of the meeting immediately, verbal voting shall be taken, and the written signing procedures shall be completed as soon as practicable. A director's verbal vote shall have the same effect as a written signature, and the subsequent written signature must be consistent with the verbal vote cast at the meeting. In the event of any inconsistency between the written signature and the verbal vote, the verbal vote shall prevail. Where a Board meeting is held in person, by telephone, or via video conference, the chairman of the meeting shall announce the voting results on the spot. Where a Board meeting is held by way of written circulation, a director or another director appointed by him/her shall state his/her vote of approval or opposition on the resolution in writing. Once the number of directors signing in approval reaches the number required under the Articles of Association and these rules for adopting a resolution, the subject matter of the proposal shall become a resolution of the Board of Directors. Any vote cast by a director after the chairman of the meeting has announced the voting results or after the prescribed voting period has expired shall not be counted. Where different resolutions are inconsistent in content or meaning, the resolution adopted at a later time shall prevail.	**Article 34** Where a Board meeting is held by video conference or telephone and a director is unable to sign the minutes of the meeting immediately, verbal voting shall be taken, and the written signing procedures shall be completed as soon as practicable. A director's verbal vote shall have the same effect as a written signature, and the subsequent written signature must be consistent with the verbal vote cast at the meeting. In the event of any inconsistency between the written signature and the verbal vote, the verbal vote shall prevail. Where a Board meeting is held in person, by telephone, or via video conference, the chairman of the meeting shall announce the voting results on the spot. Where a Board meeting is held by way of written circulation, a director or another director appointed by him/her shall state his/her vote of approval**,** ~~or~~ opposition **or abstention** on the resolution in writing. Once the number of directors ~~signing in approval~~ **voting in favor** reaches the number required under the Articles of Association and these rules for adopting a resolution, the subject matter of the proposal ~~shall~~ **may** become a resolution of the Board of Directors. Any vote cast by a director after the chairman of the meeting has announced the voting results or after the prescribed voting period has expired shall not be counted. Where different resolutions are inconsistent in content or meaning, the resolution adopted at a later time shall prevail.

No.	Provisions before Amendments	Proposed Amendments[1]
15	Article 36 In addition to the minutes, the Board secretary may, if necessary, arrange for relevant staff to prepare a concise summary of the conduct of the Board meeting, and prepare a separate record of resolutions based on the voting results of the meeting.	**Article 37** In addition to the minutes, the Board secretary may, if necessary, arrange for relevant staff to prepare a concise summary of the conduct of the Board meeting, and prepare ~~a~~ separate ~~record of~~ resolutions based on the voting results of the meeting.
16	Article 37 The attending directors or the directors appointed to attend the meeting shall sign and confirm the minutes of the meeting and the record of resolutions. Where a director has a different opinion on the minutes or the record of resolutions, he/she may provide a written statement when signing. After the conclusion of a Board meeting, the draft and final versions of the minutes shall be circulated to all directors within a reasonable period of time, with the draft provided for directors to express their opinions and the final version kept for record. Where a director neither signs the minutes in accordance with the preceding paragraph nor provides a written statement of his/her different opinion, he/she shall be deemed to have fully agreed to the contents of the minutes and the record of resolutions.	**Article 38** The attending directors or the directors appointed to attend the meeting shall sign and confirm the minutes of the meeting and the ~~record of~~ resolutions. Where a director has a different opinion on the minutes or the ~~record of~~ resolutions, he/she may provide a written statement when signing. After the conclusion of a Board meeting, the draft and final versions of the minutes shall be circulated to all directors within a reasonable period of time, with the draft provided for directors to express their opinions and the final version kept for record. Where a director neither signs the minutes in accordance with the preceding paragraph nor provides a written statement of his/her different opinion, he/she shall be deemed to have fully agreed to the contents of the minutes and the ~~record of~~ resolutions.
17	Article 40 The archives of Board meetings, including meeting notices and materials, the attendance register, proxy form for directors attending by proxy, meeting audio recordings, voting ballots, meeting minutes confirmed and signed by attending directors, meeting summaries, and records of resolutions, shall be kept together as the Company's archives by the Board secretary for a period of not less than ten years.	**Article 41** The archives of Board meetings, including meeting notices and materials, the attendance register, proxy form for directors attending by proxy, meeting audio recordings, voting ballots, meeting minutes confirmed and signed by attending directors, meeting summaries, and ~~records of~~ resolutions, shall be kept together as the Company's archives by the Board secretary for a period of not less than ten years.

CANDIDATES FOR EXECUTIVE DIRECTORS

Dr. Liang Jia'en (梁家恩), born in March 1977, is a co-founder, chairman of the Board, executive Director, deputy general manager and chief technology officer of the Company.

Prior to founding the Group, Dr. Liang worked at the Institute of Automation, Chinese Academy of Sciences (中國科學院自動化研究所) from July 2006 to February 2011, where he was primarily responsible for the R&D, optimization and application of speech recognition technologies, including keyword detection technologies, large-scale continuous speech recognition, and an objective standard-based automatic oral evaluation system which was applied in high school entrance exams of Jiangsu and Wenzhou. Dr. Liang was qualified as a senior engineer (正高級工程師) in October 2024. In June 2025, Dr. Liang was appointed as a member of the Guangxi Artificial Intelligence Strategic Advisory Expert Committee.

Dr. Liang obtained his bachelor's degree in automatic control from University of Science and Technology of China (中國科學技術大學) in Anhui Province, PRC in July 2001, and his Ph.D. in pattern recognition and intelligent systems from the Institute of Automation, Chinese Academy of Sciences in Beijing, PRC in July 2006.

As at the date of this circular, Dr. Liang is deemed to be interested in a total of 7,063,697 H shares and 16,481,964 domestic unlisted shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Dr. Liang is one of the controlling Shareholders of the Company.

Dr. Huang Wei (黃偉), born in June 1976, is a co-founder, executive Director, chief executive officer and general manager of the Company.

Dr. Huang worked at Motorola China Research Center (摩托羅拉中國研究中心) from September 2006 to July 2009, where he was primarily responsible for the development of voice and speech recognition technologies. Dr. Huang served as a director of Shanghai Yinlong Information Technology Co., Ltd. (上海吟隆信息科技有限公司) from August 2012 to November 2015.

Dr. Huang obtained his doctor's degree in signal and information processing from University of Science and Technology of China in Anhui Province, PRC in June 2004, and engaged in postdoctoral research of biomedical engineering in Shanghai Jiao Tong University (上海交通大學) in Shanghai, PRC from July 2004 to June 2006.

Dr. Huang was a supervisor of Changzhou Chaoxun Information Technology Co., Ltd. (常州超訊信息科技有限公司) ("**Changzhou Chaoxun**") and was not involved in the daily operations of Changzhou Chaoxun. In July 2021, due to Changzhou Chaoxun's cessation of business, Dr. Huang submitted a liquidation application to dissolve Changzhou Chaoxun. Changzhou Chaoxun was deregistered on November 20, 2023.

As at the date of this circular, Dr. Huang is deemed to be interested in a total of 7,063,697 H shares and 16,481,964 domestic unlisted shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Dr. Huang is one of the controlling Shareholders of the Company.

Dr. Kang Heng (康恒), born in May 1978, is an executive Director and vice president of IoT department of the Company.

Before joining the Group, Dr. Kang served as a researcher in Canon Information Technology (Beijing) Co., Ltd. (佳能信息技術(北京)有限公司) from April 2007 to August 2011, where he was primarily responsible for the R&D of multilingual speech synthesis technology and multi-modal interaction technology.

Dr. Kang obtained his bachelor's degree in mechanical engineering from Tsinghua University (清華大學) in Beijing, PRC in July 2000. He obtained his doctor's degree in pattern recognition and intelligent systems from the Institute of Automation, Chinese Academy of Sciences in Beijing, PRC in January 2007.

As at the date of this circular, Dr. Kang is deemed to be interested in a total of 7,063,697 H shares and 16,481,964 domestic unlisted shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance). Dr. Kang is one of the controlling Shareholders of the Company.

Dr. Li Xiaohan (李霄寒), born in February 1979, is an executive Director and vice president of R&D of the Company. Dr. Li joined the Group as the chief process officer of a subsidiary in October 2014.

Before joining the Group, Dr. Li worked as a technology manager of Motorola Mobile Communication Technology Co., Ltd. (摩托羅拉移動通信技術有限公司) (formerly known as Lenovo Mobile Telecommunication Co., Ltd. (聯想移動上海有限責任公司)) from July 2003 to September 2005, where he was primarily responsible for R&D of embedded applications. He also worked at Motorola China Research Center from September 2005 to July 2009, where he was primarily responsible for the development of AI technology on embedded applications.

Dr. Li obtained his bachelor's degree in electronic engineering and his doctor's degree in signal and information systems from University of Science and Technology of China in Anhui Province, PRC in July 1998 and July 2003, respectively. In October 2023, Dr. Li passed the qualification evaluation conducted by the Senior Engineer Qualification Review Committee of the Engineering and Technical Series of the Chinese Academy of Sciences and was granted the qualification of senior engineer.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Li Zhichao (李志超), born in December 1981, is a non-executive Director of the Company.

Mr. Li served as a project manager in China Mobile Communications Group Tianjin Co., Ltd. (中國移動通信集團天津有限公司) from July 2007 to March 2011, a researcher in Sinolink Securities (Hong Kong) Company Limited (國金證券(香港)有限公司) (formerly known as Guangdong Securities Limited (粵海證券(香港)有限公司)) from March 2011 to March 2012, and joined Beijing Grains Valley Venture Capital Co., Ltd. (北京磐谷創業投資有限責任公司) in March 2012 and is now serving as a partner.

Mr. Li obtained his bachelor's degree in automation from Beijing University of Chemical Technology (北京化工大學) in Beijing, the PRC in July 2004, and his master's degree in business management from Tsinghua University (清華大學) in July 2007.

As at the date of this circular, Mr. Li is deemed to be interested in a total of 152,097 H shares and 176,477 domestic unlisted shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Li Ang (李昂), born in April 1987, is a non-executive Director of the Company.

Mr. Li worked at Hikvision from 2016 to 2017, and at Xiangyi Microchain (象翌微鏈) from September 2017 to March 2020. He joined JD Group in April 2020 and currently serves as the head of the third application research and development department under the JD Cloud Division of JD Group.

There is clear business delineation between the business of the third application research and development of JD Group and the Group in terms of application scenario, solution types and business model. To the best knowledge, information and belief of the Directors of the Company, Mr. Li does not have any interest in any business, which competes or is likely to compete, either directly or indirectly, with the Company's business which would require disclosure under Rule 8.10 of the Hong Kong Listing Rules.

Mr. Li obtained his bachelor's degree in computer science and technology from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in Jiangsu Province, the PRC in June 2009, and his master's degree in computer software and theory from NCI in Beijing, the PRC in May 2012.

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hu Jianjun (胡建軍), born in March 1976, is an independent non-executive Director of the Company.

Mr. Hu has served as a partner of Baker Tilly International (Special General Partnership Accounting Firm) (天職國際會計師事務所(特殊普通合夥)) since March 2012, and currently serves as the director of its Shanghai branch and Shanghai Pilot Free Trade Zone branch, and the chairman of its IPO professional committee. He has served as a director of Jinko Power Technology Co., Ltd. (晶科電力科技股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601778. SH) from June 2017 to September 2025, an independent director of Ikd Co., Ltd. (愛柯迪股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600933.SH) from August 2018 to September 2024, an independent director of Maxwealth Fund Management Co., Ltd. (永贏基金管理有限公司) since December 2019, and an independent director of Nanjing Medlander Medical Technology Co., Ltd. (南京麥瀾德醫療科技有限公司) (a company listed on the STAR Market of the Shanghai Stock Exchange, stock code: 688273.SH) from September 2020 to September 2023.

Mr. Hu is a director of Shanghai Institute of Certified Public Accountants (上海註冊會計師協會), and a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會), the CPA Australia and the IPA Australia.

Mr. Hu obtained his bachelor's degree in accounting from Hunan University (湖南大學) in PRC in December 2001, and his master's degree in accounting from The Chinese University of Hong Kong in December 2009 and master's degree in business administration from China Europe International Business School (中歐國際工商學院) in April 2018.

Dr. Fan Jian (樊健), born in February 1983, is an independent non-executive Director of the Company.

Dr. Fan has served as an associate professor of the School of Law in Shanghai University of Finance and Economics (上海財經大學) since July 2021, and a part-time lawyer of Zhejiang T&C Law Firm (Shenzhen) (浙江天冊(深圳)律師事務所) since July 2025.

Dr. Fan served as an independent director of Xinling Electrical Co., Ltd. (欣靈電氣股份有限公司) (a company listed on the ChiNext of the Shenzhen Stock Exchange, stock code: 301388.SZ) from August 2020 to March 2023, and has served as an independent director of Shanghai Shangshi Aviation Engine Co., Ltd. (上海尚實航空發動機股份有限公司) since November 2021, Shanghai Phoenix Enterprise (Group) Co., Ltd. (上海鳳凰企業(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600679.SH) since February 2022, and Shanghai Tongling Automotive Technologies, Inc. (上海通領汽車科技股份有限公司) (a company listed on the National Equities Exchange and Quotations, stock code: 834081.NQ) since August 2022.

Dr. Fan obtained his bachelor's degree in law from Shanghai University of Finance and Economics (上海財經大學) in PRC in June 2006, his master's degree in civil and commercial law from China University of Political Science and Law in Beijing, PRC in June 2009, and his doctor's degrees in law from Tsinghua University (清華大學) in Beijing, PRC and Graduate School of Law, Tohoku University (日本國立東北大學法學研究科) in July 2013 and September 2013, respectively.

Dr. Jin Huihua (金慧華), born in June 1969, is an independent non-executive Director of the Company.

Dr. Jin worked at Pucheng People's Court of Fujian Province (福建浦城人民法院) from July 1991 to November 1996 (during which period she was a postgraduate student at East China University of Political Science and Law (華東政法大學) from September 1993 to June 1996). Dr. Jin served as a lecturer from November 1998 to November 2001, an associate professor from December 2004 to December 2007 and a professor since December 2009 of the school of law of Shanghai Lixin University of Accounting and Finance (上海立信會計金融學院). She was a visiting scholar of Queen Mary University of London from November 2017 to November 2018. Dr. Jin has served as a lawyer of Shulun & Partners (Shanghai) (上海序倫律師事務所) since October 2022. Dr. Jin is currently an arbitrator of Shanghai Arbitration Commission (上海仲裁委員會) and Shanghai International Economic and Trade Arbitration Commission (上海國際經濟貿易仲裁委員會).

Dr. Jin obtained her bachelor's degree in international economic law from the China University of Political Science and Law (中國政法大學) in Beijing, PRC in July 1991, and her master's and doctor's degrees in law from East China University of Political Science and Law (華東政法大學) in Shanghai, PRC in June 1996 and January 2007, respectively.

Dr. Zhang Kun (張坤), born in March 1980, is an independent non-executive Director of the Company.

Dr. Zhang has an extensive background in academia and a wealth of experience in the field of machine learning. Dr. Zhang, currently the Acting Chair and Professor in the Machine Learning Department, and the director of the Center of Integrative AI at Mohamed bin Zayed University of Artificial Intelligence since October 2023, also holds the position of Professor in the Department of Philosophy and affiliate faculty member in the Machine Learning Department at Carnegie Mellon University since July 2025. Prior to that, he served as an Assistant Professor at Carnegie Mellon University from August 2015. Dr. Zhang's distinguished career includes the role of Senior Researcher at the Max-Planck Institute for Intelligent Systems in Tübingen, Germany. Additionally, he has contributed significantly to the academic community as an Associate Editor for prestigious journals such as JASA, JMLR, T-PAMI, ACM Computing Surveys and Pattern Recognition, and a General and Program Chair of the 1st Conference on Causal Learning and Reasoning (CleaR 2022) and a program chair of the 38th Conference on Uncertainty in Artificial Intelligence (UAI 2022), showcasing his dedication to advancing the field.

Dr. Zhang obtained his bachelor's degree in automation engineering from the University of Science and Technology of China (中國科學技術大學) in Anhui Province, PRC in July 2001, and his doctor's degree in computer science from The Chinese University of Hong Kong (香港中文大學) in December 2005.

As of the date of this circular, save as disclosed above, each of the candidates for non-employee representative Directors has confirmed that: (i) he/she does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; (ii) he/she does not hold any other position in the Company or other members of the Group; (iii) he/she has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and does not have any other major appointments or professional qualifications; (iv) he/she does not have or is not deemed to have any interest in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

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

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

NOTICE OF THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

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

SPECIAL RESOLUTIONS

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

2. To consider and approve the resolution on the grant of a general mandate to the Board to issue additional shares of the Company.

ORDINARY RESOLUTIONS

3. To consider and approve the resolution on the election of non-employee representative directors of the third session of the Board.

4. To consider and approve the resolution on directors' remuneration plan.

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

Beijing, the PRC
November 24, 2025

Notes:

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

   For the purpose of determining the list of H Shareholders of the Company who are entitled to attend and vote at the EGM, the register of members for H shares of the Company will be closed from Friday, December 5, 2025 to Wednesday, December 10, 2025 (both dates inclusive), during which period no transfer of H shares will be registered. H Shareholders whose names appear on the register of members of the Company on Wednesday, December 10, 2025 will be entitled to attend and vote at the EGM.

   In order to be eligible to attend and vote at the EGM, holders of H shares of the Company must lodge all duly completed and signed transfer forms (together with the relevant share certificates) and other appropriate documents with the Company's H share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Thursday, December 4, 2025.

2. **Proxy**

   A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. However, the relevant proxy form must specify the class and number of Shares represented by each proxy. Shareholders attending in person or by proxy may cast one vote for each Share held. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant shareholder. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document(s) (if any) must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or at the Company's headquarters and principal place of business in the PRC, at No. 101–124, 1/F, Building N6, BBMG Intelligent Manufacturing Workshop (金隅智造工場), No. 27 Xisanqi Jiancaicheng Middle Road, Haidian District, Beijing, PRC (for Domestic Unlisted Shareholders/Unlisted Foreign Shareholders) not less than 24 hours before the time fixed for the holding of the EGM (i.e. before Tuesday, December 9, 2025 at 10:00 a.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked.

3. **Voting by poll**

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

4. **Other matters**

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

5. References to times and dates in this notice are to Hong Kong times and dates.