THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in 佐力科創股份有限公司 (Zuoli Kechuang Company Limited*), you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

佐力科創股份有限公司
(Zuoli Kechuang Company Limited*)

(formerly known as Zuoli Kechuang Micro-finance Company Limited
佐力科創小額貸款股份有限公司)*

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

(Stock Code: 6866)

REPORT OF THE DIRECTORS FOR THE YEAR 2025, REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025, ANNUAL REPORT FOR THE YEAR 2025, THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025, PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025, EXTERNAL AUDITOR'S FEES FOR THE YEAR 2025, RE-APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR, RE-ELECTION OR APPOINTMENT OF DIRECTORS, RE-ELECTION OF SUPERVISORS, AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS, AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS, AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS, ESTABLISHMENT OF THE STRATEGY AND RISK MANAGEMENT COMMITTEE, ABOLISHMENT OF THE LOAN APPROVAL COMMITTEE, AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS, BANK CREDIT APPLICATIONS, THE GRANTS OF EXTERNAL GUARANTEES, ISSUE OF DEBT FINANCING INSTRUMENTS, PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF AGM

A notice of convening the AGM of the Company to be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on Thursday, 18 June 2026 is set out on pages 93 to 98 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

* *For identification purpose only*

27 May 2026

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NOTICE OF 2025 ANNUAL GENERAL MEETING 93

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

"AGM"	the annual general meeting of the Company to be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on 18 June 2026, the notice of which is set out on pages 93 to 98 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
"Board"	the board of Directors
"Board of Supervisors"	the board of supervisors of the Company established pursuant to the Company Law
"Company"	佐力科創股份有限公司 (Zuoli Kechuang Company Limited*) (formerly known as 佐力科創小額貸款股份有限公司 Zuoli Kechuang Micro-finance Company Limited*), a joint stock company incorporated in the PRC with limited liability on 18 August 2011 and the H Shares of which are listed on the Stock Exchange
"Company Law"	《中華人民共和國公司法》(the Company Law of the PRC*), as amended, modified or otherwise supplemented from time to time
"Deqing"	Deqing County, Huzhou, Zhejiang, where the Company principally operates
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in RMB
"General Meeting"	general meeting of the Shareholders
"Group"	the Company and its subsidiaries
"H Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are subscribed for and paid up in HKD and listed on the Stock Exchange
"HKD" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong

* *For identification purpose only*

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	18 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
"Nomination Committee"	the nomination committee of the Board
"Notice"	the notice of the AGM as set out on pages 93 to 98 of this circular
"PRC"	the People's Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Securities Law"	《中華人民共和國證券法》(the Securities Law of the PRC*), as amended, modified or otherwise supplemented from time to time
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, modified or otherwise supplemented from time to time
"Share(s)"	the Domestic Share(s) and the H Share(s)
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supervisor(s)"	the member(s) of the board of supervisors of the Company established pursuant to the Company Law
"Zhejiang"	Zhejiang Province, a province located in the southeastern coast of the PRC
"%"	percent

For the purpose of this circular, conversion of RMB into HK$ is based on the exchange rate of RMB1.00 to HK$1.08. The exchange rate has been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

佐力科創股份有限公司
(Zuoli Kechuang Company Limited*)

(formerly known as Zuoli Kechuang Micro-finance Company Limited
佐力科創小額貸款股份有限公司)*

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

(Stock Code: 6866)

Executive Directors:
Mr. Yu Yin *(Chairman)*
Mr. Zheng Xuegen
Mr. Yang Sheng
Ms. Hu Fangfang

Non-executive Director:
Mr. Pan Zhongmin

Independent Non-executive Directors:
Mr. Chan Kin Man
Mr. Zhao Xuqiang
Ms. Yang Jie

Registered Office:
No. 399, Deqing Avenue,
Wukang Road,
Deqing County,
Huzhou City,
Zhejiang Province, the PRC

Principal Place of Business in Hong Kong:
Suite 2703, 27/F.,
Shui On Centre,
6–8 Harbour Road,
Wanchai, Hong Kong

27 May 2026

To the Shareholders

Dear Sir or Madam,

**REPORT OF THE DIRECTORS FOR THE YEAR 2025,
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025,
ANNUAL REPORT FOR THE YEAR 2025,
THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025,
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025,
EXTERNAL AUDITOR'S FEES FOR THE YEAR 2025,
RE-APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITOR,
RE-ELECTION OR APPOINTMENT OF DIRECTORS, RE-ELECTION OF SUPERVISORS,
AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS, AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS,
AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS,
ESTABLISHMENT OF THE STRATEGY AND RISK MANAGEMENT COMMITTEE,
ABOLISHMENT OF THE LOAN APPROVAL COMMITTEE, AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS,
BANK CREDIT APPLICATIONS,
THE GRANTS OF EXTERNAL GUARANTEES,
ISSUE OF DEBT FINANCING INSTRUMENTS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF AGM**

* *For identification purpose only*

INTRODUCTION

The purpose of this circular is to give you the Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions (among others) to be proposed at the AGM for the following issues, to be approved by way of ordinary resolutions or special resolutions:

ORDINARY RESOLUTIONS

(1) Report of the Directors for the year 2025;

(2) Report of the board of Supervisors for the year 2025;

(3) Annual report for the year 2025;

(4) The Company's audited financial statements for the year 2025;

(5) Profit distribution plan for the year 2025;

(6) External auditor's fees for the year 2025;

(7) Re-appointment of the Company's external auditor;

(8) Re-election or appointment of Directors;

(9) Re-election of Supervisors;

(10) Amendments to the Rules of Procedures for the Shareholders' General Meetings;

(11) Amendments to the Rules of Procedures for the Board of Directors;

(12) Amendments to the Working Rules for Independent Directors;

(13) Establishment of the Strategy and Risk Management Committee;

(14) Abolishment of the Loan Approval Committee;

(15) Amendments to the Rules of Procedures for the Board of Supervisors;

(16) Bank credit applications;

SPECIAL RESOLUTIONS

(17) The grants of external guarantees;

(18) Issue of the debt financing instruments; and

(19) Proposed amendments to the Articles of Association.

(1) REPORT OF THE DIRECTORS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the report of the Directors for the year 2025, the text of which is set out in the Company's annual report dispatched on 29 April 2026.

(2) REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the report of the board of Supervisors for the year 2025, the text of which is set out in the Company's annual report dispatched on 29 April 2026.

(3) ANNUAL REPORT FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the annual report for the year 2025 dispatched on 29 April 2026.

(4) THE COMPANY'S AUDITED FINANCIAL STATEMENTS FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the Company's audited financial statements for the year ended 31 December 2025, the text of which is set out in the Company's annual report dispatched on 29 April 2026.

(5) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025

According to the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year 2025.

The Board proposed not to recommend the payment of a final dividend for the year ended 31 December 2025.

(6) EXTERNAL AUDITOR'S FEES FOR THE YEAR 2025

An ordinary resolution will be proposed at the AGM to approve the fees paid or payable to the external auditor of the Company, KPMG, for the year ended 31 December 2025.

During the year ended 31 December 2025, the annual fees payable to KPMG in respect of its audit services provided to the Company was RMB2.1 million.

(7) RE-APPOINTMENT OF KPMG AS THE COMPANY'S EXTERNAL AUDITOR

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of KPMG as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board and the authorised person of the Board to determine its remuneration.

Following the recommendation of the audit committee of the Board, the Board proposes to re-appoint KPMG as the independent auditor of the Company for the year ending December 31, 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. The specific auditor's remuneration will be further negotiated and determined between the Company and KPMG on a fair and reasonable basis, taking into account factors such as the business scale and industry of the Group, expected audit scope, audit timetable, manpower and expected auditor's resources required. It is expected that the auditor's remuneration for the ensuing year shall be in the range of approximately RMB1.8 million to RMB2.4 million. KPMG has indicated its willingness to be re-appointed as auditor of the Company for the said period.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no additional material changes (such as adoption of new accounting standards, change in audit scope due to acquisitions, etc.) in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

(8) RE-ELECTION OR APPOINTMENT OF DIRECTORS

According to article 10.2 of the Articles of Association, the terms of the Directors shall be three years and the Directors shall be elected at a general meeting. Upon the expiry of the term, each of the Directors shall be eligible for re-election.

According to article 10.3 of the Articles of Association, any person so appointed shall have a term of office commencing from the date on which he is elected until the next annual general meeting, and shall be eligible for re-election at the general meeting.

The re-election of the Directors were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

The Nomination Committee has reviewed the re-election of the Directors through:

(a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation;

(b) assessing the independence of Mr. Shen Wei, Mr. Zhao Xuqiang and Mr. Pang, Peter Chun Ming and considered whether they meet the 「independent」 criteria as required under the Listing Rules and are suitable to act as independent non-executive Directors; and

(c) the extensive knowledge and experience provided by the retiring and proposed Directors as set out in Appendix I to this circular.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

(a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

(b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that each of Mr. Shen Wei and Mr. Pang, Peter Chun Ming:

    i. fulfills the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and

    ii. is a person of integrity and independent in character and judgement.

According to the foregoing provisions, Mr. Yu Yin, Mr. Zheng Xuegen, Mr. Yang Sheng, Ms. Hu Fangfang, Mr. Pan Zhongmin, Mr. Chan Kin Man, Mr. Zhao Xuqiang and Ms. Yang Jie shall retire by rotation at the AGM. Except for Mr. Chan Kin Man and Ms. Yang Jie, all other Directors have offered themselves for re-election at the AGM. Mr. Shen Wei and Mr. Pang, Peter Chun Ming will be appointed as new independent non-executive Directors.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Yu Yin as an executive Director; (b) re-elect Mr. Zheng Xuegen as an executive Director; (c) re-elect Mr. Yang Sheng as an executive Director; (d) re-elect Ms. Hu Fangfang as an executive Director; (e) re-elect Mr. Pan Zhongmin as a non-executive Director; (f) re-elect Mr. Zhao Xuqiang as an independent non-executive Director; (g) appoint Mr. Shen Wei as an independent non-executive Director; and (h) appoint Mr. Pang, Peter Chun Ming as an independent non-executive Director at the AGM.

Brief biographical details of the Directors proposed for re-election or appointment are set out in Appendix I to this circular.

(9) RE-ELECTION OF SUPERVISORS

The Board of Supervisors shall consist of two shareholder representative supervisors and one staff representative supervisor of which the number of the staff representative supervisor, whom shall be appointed through election by the staff of the Company. The remaining Supervisors are shareholder representative supervisors and shall be appointed at a general meeting. Each of the Supervisors shall be appointed for a term of three years. Upon the expiry of the term, each of the Supervisors shall be eligible for re-election.

Mr. Wang Peijun and Ms. Zhou Mingwan shall retire by rotation at the AGM. Mr. Wang Peijun and Ms. Zhou Mingwan have offered themselves for re-election at the AGM.

In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Wang Peijun as a Supervisor; and (b) re-elect Ms. Zhou Mingwan as a Supervisor at the AGM.

Brief biographical details of the Supervisors proposed for re-election are set out in Appendix I to this circular.

(10) AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

Due to change of company name and business scope and amendments to the Articles of Association, and in order to further standardize the Company's operations and enhance corporate governance level, the Company intends to amend the Rules of Procedures for the Shareholders' General Meetings and revise its name to the Rules of Procedures for the General Meetings in accordance with the Company Law, the Securities Law, the Listing Rules and other laws, regulations and regulatory documents, and taking into account the actual situation of the Company.

(11) AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Due to change of company name and business scope and amendments to the Articles of Association, and in order to further standardize the Company's operations and enhance corporate governance level, the Company intends to amend the Rules of Procedures for the Board of Directors in accordance with the Company Law, the Listing Rules and other laws, regulations and regulatory documents, and taking into account the actual situation of the Company.

(12) AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS

Due to change of company name and business scope and amendments to the Articles of Association, and in order to further standardize the Company's operations and enhance corporate governance level, the Company intends to amend the Working Rules for Independent Directors in

accordance with the Company Law, the Securities Law, the Rules for Independent Directors of Listed Companies, the Listing Rules and other laws, regulations and regulatory documents, and taking into account the actual situation of the Company.

(13) ESTABLISHMENT OF THE STRATEGY AND RISK MANAGEMENT COMMITTEE

To align with the Company's strategic development needs, and in accordance with the Company Law, the Listing Rules, the Articles of Association and other relevant regulations, it is proposed to establish the Strategy and Risk Management Committee.

The Strategy and Risk Management Committee will be responsible for researching and evaluating the Company's risk management status and proposing recommendations to improve the Company's risk management and internal controls; conducting research and making recommendations on the Company's long-term development strategy and major investment and financing decisions.

The Board proposes to elect Mr. Yu Yin, Mr. Yang Sheng and Mr. Shen Wei as members of the Strategy and Risk Management Committee of the Board of the Company with a term commencing from the date of approval at the AGM and ending on the expiration of the term of the fifth session of the Board.

Biographical details of Mr. Yu Yin, Mr. Yang Sheng and Mr. Shen Wei are set out in Appendix I to this circular.

(14) ABOLISHMENT OF THE LOAN APPROVAL COMMITTEE

The pilot for the Company's withdrawal from micro-finance companies was approved by 浙江省地方金融管理局 (Zhejiang Provincial Financial Bureau*) on 26 March 2026. On 8 April 2026, the Company completed the change of its name and business scope and obtained a new business license. The Company intends to abolish the Loan Approval Committee as it will no longer engage in micro-finance business on its entity level.

(15) AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS

Due to change of company name and business scope and amendments to the Articles of Association, and in order to further standardize the Company's operations and enhance corporate governance level, the Company intends to amend the Rules of Procedures for the Board of Supervisors in accordance with the Company Law, the Securities Law and other laws, regulations and regulatory documents, and taking into account the actual situation of the Company.

(16) BANK CREDIT APPLICATIONS

In order to further expand the capital source of the Company and benefit the development of the Company's business, the Company intends to apply a comprehensive credit line not exceeding RMB300 million (including RMB300 million) from the bank with the actual bank interest rate during the period of obtaining credit, to supplement the working capital of the Company in the year of 2026. The amount of credit applied by the Company will ultimately depend on the actual credit amount approved by the bank. The specific financing amount will be determined in accordance with the actual needs of working capital of the Company.

Within the scope of annual credit limit approved in the annual general meeting of the Company, to authorise the chairman of the Board to execute any legal documents in connection with the above credit limit on behalf of the Company, all legal and economic liabilities arising therefrom shall be borne by the Company. The chief financial officer of the Company is responsible for matters such as the execution of bank credit applications.

(17) THE GRANTS OF EXTERNAL GUARANTEES

In order to meet the production, operation and development needs of the Company's holding subsidiaries and enhance its market competitiveness, the Company intends to provide external guarantees with a total amount of no more than RMB800 million (including RMB800 million) (the "**External Guarantee Quota**") to its holding subsidiaries pursuant to the relevant requirements of the Securities Law, the Company Law, the Listing Rules and other applicable laws and regulations. The Board resolved to submit to the Shareholders at the AGM for considering and approving the following mandates (the "**Mandates**") to the Board:

(i) in the extent of External Guarantee Quota that implement the required guarantee amounts by steps, as well as sign and guarantee the relevant legal documents, pursuant to the major operations of each of the Company's holding subsidiaries;

(ii) in the extent of External Guarantee Quota that could adjust the actual guarantee amounts amongst the holding subsidiaries on the basis of the actual needs of each holding subsidiary of the Company.

The Mandates shall be deemed effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws and regulations; or (iii) the date on which the granted authority under relevant resolution of the Shareholders is revoked or varied by a special resolution of the Shareholders in a General Meeting. The Company will perform the continuous disclosure obligations related to the progress of the related external guarantees pursuant to the applicable laws and regulations.

(18) ISSUE OF DEBT FINANCING INSTRUMENTS

In order to further expand financing channels of the Company, develop the business and lower the financing cost of the Company, the Board resolved to submit to the Shareholders at the AGM for consideration and, if thought fit, approval of the proposed issue of the debt financing instrument with an aggregate principal amount of not more than RMB1 billion (including RMB1 billion) (the "**Debt Financing Instruments**") inside or outside the PRC.

According to the laws and regulations of the PRC and the Articles of Association, the proposed issue of the Debt Financing Instruments is subject to the approval of the Shareholders by way of a special resolution at the AGM and the approval by relevant regulatory authorities.

(1) Arrangements for the issue

Size of issue:	not more than RMB1 billion in aggregate (including RMB1 billion), excluding existing debt financing instruments, hybrid financing instruments and equity financing instruments;
Categories of issue:	one or several categories of debt financing instruments including but not limited to super short-term debentures, short-term debentures, medium-term notes, private placement of debt financing instruments, assets-backed notes, project revenue notes, corporate bonds, assets-backed securities (ABS), overseas bond issuance, overseas borrowings and other type of debt financing instrument issued inside or outside the PRC;
Maturity:	not more than five years (including five years) for the term of each Debt Financing Instruments; and
Use of proceeds:	supplement of working capital.

(2) Authorisation to the Board

It will be submitted to the AGM to authorise the Board to deal with, in the best interest of the Company, all matters relating to the proposed issue of Debt Financing Instruments, including but not limited:

(i) to consider the issue of Debt Financing Instruments in accordance with needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instruments in accordance with the market conditions, including but not limited to the issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;

(ii) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;

(iii) to sign all necessary legal documents regarding to the issue of Debt Financing Instruments;

(iv) to decide the engagement of intermediaries necessary for the issue of Debt Financing Instruments; and

(v) to determine any other matters relating the issue of Debt Financing Instruments.

The abovementioned authorisation shall be deemed effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws and regulations; or (iii) the date on which the granted authority under relevant resolution of the Shareholders is revoked or varied by a special resolution of the Shareholders in a General Meeting.

(19) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 27 April 2026. The Board proposes to seek approval from the Shareholders at the AGM for amendments to the Articles of Association in accordance with relevant laws, regulations and guidelines, and to make other updates and housekeeping amendments (collectively, the "**Proposed Amendments**"), and the adoption of the Amended and Restated Articles of Association incorporating the Proposed Amendments. The adoption of the Amended and Restated Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM and completion of filing procedures with the market supervision and administration authority. The Board office is also authorised to deal with, at its sole discretion, all relevant procedures, including but not limited to filing amendments to the

Articles of Association with the market supervision and administration authority. The Board office is further authorised to make any necessary amendments to the amended provisions of the Articles of Association as it deems appropriate, based on the opinions or requirements of the market supervision and administration authority. In the event of any discrepancy, the final Chinese version of the amended Articles of Association as filed with the market supervision and administration authority shall prevail. Details of the Proposed Amendments are set out in Appendix VI to this circular.

The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments conform with the requirements of the Listing Rules to the extent applicable and are not inconsistent with the laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a PRC company listed on the Stock Exchange.

THE AGM AND PROXY ARRANGEMENT

Notice

The AGM will be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC at 3:30 p.m. on Thursday, 18 June 2026. The Notice is set out on pages 93 to 98 of this circular.

Closure of books

The register of members of the Company will be closed from Tuesday, 19 May 2026 to Thursday, 18 June 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, namely Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 18 May 2026. The holders of shares whose names appear on the register of members of the Company on Thursday, 18 June 2026 will be entitled to attend and vote at the AGM.

Proxy form

Shareholders who intend to attend the AGM by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Voting by poll at the AGM

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be proposed at the AGM as set out in the Notice set out at the end of this circular must be taken by poll. The chairman of the AGM will therefore demand a poll for every such resolution put to the vote at the AGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised

representative shall have one vote for each Share of the Company registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that all resolutions set out in the Notice for the Shareholders' consideration and approval are in the best interests of the Company and its Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Notice which are to be proposed at the AGM.

Yours faithfully,
By order of the Board of
佐力科創股份有限公司
(Zuoli Kechuang Company Limited*)
YU Yin
Chairman

The candidates for Directors and Supervisors recommended by the Board for re-election at the AGM are set out below:

RE-ELECTION OF THE DIRECTORS

Executive Directors

Mr. Yu Yin (俞寅) ("Mr. Yu"), aged 39, was appointed as the executive Director and the chairman of the Board on 28 April 2014. Mr. Yu is one of the promoters of the Company. He is primarily responsible for the Company's day-to-day management, postulating business development plans and overseeing the Company's overall corporate strategies. He is also a member of the Nomination Committee and Remuneration and Appraisal Committee. Mr. Yu is the son of Mr. Yu Youqiang (俞有強) who is the controlling shareholder of Puhua Energy, one of the controlling shareholders of the Company.

From August 2007 to March 2011, Mr. Yu was the chairman of the board of directors at Zhejiang Deqing Longxiang Investment Company Limited* (浙江德清隆祥投資有限公司, formerly known as Zhejiang Deqing Longxiang Guaranty Company Limited* (浙江德清隆祥擔保投資有限公司, "**Deqing Longxiang**"), a company that principally engaged in the provision of guarantee for SMEs and individuals and the related advisory services, and investment holding. Mr. Yu was involved in decision making of key issues but was not involved in the day-to-day management of Deqing Longxiang. During the same period of time, Mr. Yu was also working as an assistant to the president* (行長助理), being responsible for marketing at Deqing Rural Cooperative Bank Wukang Branch* (德清農村合作銀行武康支行, currently known as Zhejiang Deqing Rural Commercial Bank Company Limited* (浙江德清農村商業銀行股份有限公司)). From July 2015, Mr. Yu acted as the chairman of Deqing Jinhui Micro-finance Company Limited* (德清金匯小額貸款有限公司), a subsidiary of the Company. From June 2016 to July 2019, Mr. Yu was the chairman of the board of directors at Zhejiang Province Anli Tourism Development Company Limited* (浙江郡安里文旅發展有限公司) (formerly known as Deqing County Anli Tourism Development Company Limited* (德清郡安里旅遊開發有限公司)). Since June 2016, Mr. Yu Yin is the chairman of the board of directors at Deqing Yulong Tourism Development Company Limited* (德清御隆旅遊開發有限公司). Since December 2015, Mr. Yu Yin is the vice chairman of the board of directors at Zuoli Holdings Group Company Limited* (佐力控股集團有限公司).

Mr. Yu obtained a bachelor's degree in business administration in May 2007. From December 2011 to September 2012, Mr. Yu attended courses in Intermediate Studies for CEOs of the Cross-Straits Frontier* (海峽兩岸企業總裁前沿課程首期高級研修班) offered by School of Management, Fudan University and National Taiwan Normal University.

Mr. Yu, being one of our promoters, has been one of our directors since the establishment of our predecessor company 德清佐力科創小額貸款有限公司 (Deqing Zuoli Kechuang Micro-finance Company Limited ("**Predecessor Company**") in August 2011.

Mr. Yu, has entered into a service contract with the Company as an executive Director in December 2014 for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Mr. Yu is entitled to receive an annual director's fee (before tax) of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Mr. Yu and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Yu is beneficially interested in 457,472,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Yu does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Yu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Yu pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Mr. Zheng Xuegen (鄭學根) ("Mr. Zhang"), aged 61, was appointed as the executive Director on 28 April 2014. He is the vice chairman. Mr. Zheng is also one of the founders of the Company. He is primarily responsible for the day-to-day operations, strategic development and administrative management. He is also a member of the Loan Approval Committee.

From September 1990 to December 1994, Mr. Zheng worked as a researcher at Deqing Bulb Factory* (德清縣燈泡廠, currently known as Zhejiang Zhanzi Photoelectricity Co., Ltd* (浙江占字光電股份有限公司)), a company primarily engaged in manufacturing of lighting products. From January 1995 to January 1997, Mr. Zheng was the office manager* (廠辦主任) of the Crystal Fibre Factory of Zhejiang OSMUN Group Company Limited* (浙江歐詩漫集團有限公司), a company primarily engaged in manufacturing of skin care products, cosmetics and thermal insulation materials. Prior to joining our Predecessor Company, Mr. Zheng had worked successively as the officer in chief, human resources manager, secretary of the board of directors and deputy general manager at Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) ("**Jolly Pharmaceutical**"). In January 2008, Mr. Zheng served as a director and the deputy general manager of Jolly Pharmaceutical where he mainly carried out day-to-day management. He has served as a non-executive director of Jolly Pharmaceutical since 10 March 2014, where he has been mainly responsible for assisting the chairman in formulating strategies. Jolly Pharmaceutical

is a company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 300181) and is principally engaged in the research, development, production and sales of pharmaceutical products. From July 2015 to April 2019, Mr. Zheng served as the director of Deqing Jinhui Micro- finance Company Limited* (德清金匯小額貸款有限公司), a subsidiary of the Company. From August 2015 and December 2016, Mr. Zheng served as the directors of Zuoli Micro-finance Hong Kong International Investment Company Limited* (佐力小貸香港國際投資有限公司) and Hangzhou Qiyue Trading Co., Ltd* (杭州祺躍貿易有限公司), the subsidiaries of the Company, respectively.

In February 2003, Mr. Zheng was accredited as the Excellent Worker for Workers' Union* (優秀工會工作者) by Huzhou City General Workers' Union* (湖州市總工會). In June 2006, Mr. Zheng obtained a Certificate for Completion of Training Course — File Management (Zhejiang)* (浙江省檔案管理崗位培訓證書) issued by Zhejiang Dang'an Cadre Education Training Centre (浙江省檔案幹部教育培訓中心). In September 2012, he also obtained a certificate for training for senior management of listed companies* (上市公司高級管理人員培訓證書) issued by Zhejiang Securities Regulatory Bureau* under CSRC (中國證券監督管理委員會浙江證監局). In December 2013, Mr. Zheng obtained a qualification certificate for secretary to board of directors* (董事會秘書資格證書) issued by the Shenzhen Stock Exchange.

Mr. Zheng has been acting as the vice chairman of our Predecessor Company since August 2011. On 10 March 2014, Mr. Zheng resigned as the deputy general manager of Jolly Pharmaceutical. As Mr. Zheng is serving as a non-executive director of Jolly Pharmaceutical, he does not participate in the day-to-day management of Jolly Pharmaceutical and he can devote sufficient time and efforts to acting as an executive Director of the Company. The Company therefore considers that Mr. Zheng has sufficient capacity to discharge his duties as directors of two listed companies.

Mr. Zheng obtained an adult higher education certificate majoring in economic management (經濟管理專業成人高等教育專業證書) from the Zhejiang Province Department Employee Colleges* (浙江省省級機關職工業餘大學) in February 2002. In January 2013, he also obtained a college diploma (專科文憑) in management through online learning majoring in administration management from China University of Geosciences (中國地質大學).

Mr. Zheng has entered into a service contract with the Company in December 2014, and was appointed as an executive director for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Mr. Zheng is entitled to receive an annual director's fee (before tax) of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Mr. Zheng and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Zheng is beneficially interested in 2,992,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Zheng does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Zheng has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Zheng pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Mr. Yang Sheng (楊晟) ("Mr. Yang"), aged 51, was appointed as the executive Director on 7 April 2016. He is also the general manager of the Company, the vice chairman of the Board and also the chairman of the Loan Approval Committee, who is mainly responsible for the business management of the Company. Before joining the Company, Mr. Yang accumulated ample experience on credit and management in Bank of China. From February 1994 to June 2003, Mr. Yang was a staff member at Huzhou City Branch of Bank of China. Mr. Yang served as the deputy head of security department in Huzhou City Branch of Bank of China from June 2003 to July 2007. Mr. Yang served as the head of security department in Huzhou City Branch of Bank of China from July 2007 to August 2010. Mr. Yang served as the head of general management department in Huzhou City Branch of Bank of China from January 2010 to August 2010. Mr. Yang was assigned to Anji County Sub-branch of Bank of China as the president from August 2010 to January 2014. Mr. Yang was the president of Deqing County Sub-branch of Bank of China from January 2014 to August 2015. Since December 2016, Mr. Yang has served as the chairman of the board of directors of Hangzhou Qiyue Trading Co., Ltd* (杭州祺躍貿易有限公司), a subsidiary of the Company. Mr. Yang has served as the general manager of Deqing Jinhui Micro-finance Company Limited* (德清金匯小額貸款有限公司), a subsidiary of the Company, from April 2018 to August 2018. Since August 2018, Mr. Yang has been appointed as the general manager of the Company. Since 16 December 2021, Mr. Yang has served as the chairman of the board of directors of 浙江佐力健康科技有限公司 (Zhejiang Zuoli Health Technology Co., Ltd.*). As at February

2022, Mr. Yang became a committee member of the tenth Deqing County Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十屆德清縣委員會). As at February 2023, Mr. Yang became a standing committee member of the tenth Deqing County Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議第十屆德清縣委員會). Mr. Yang was recognized as "Outstanding person for construction of the experimental area of the national green finance reform and innovation 2022 (2022 年度國家綠色金融改革創新試驗區建設優秀個人)".

Mr. Yang, as an executive Director, has entered into a service contract with the Company in April 2016 for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Mr. Yang is entitled to receive an annual director's fee (before tax) of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Mr. Yang and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Yang does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. Yang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Yang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Ms. Hu Fangfang (胡芳芳) ("Ms. Hu"), aged 44, was appointed as the executive Director on 28 June 2019. Ms. Hu joined the Company as the Chief Financial Controller and a member of the Loan Approval Committee on 1 July 2015. Ms. Hu is responsible for coordinating and guiding the financial management, budget management, accounting and auditing and internal control aspects of the Company. As executive Director, Ms. Hu is responsible for formulating the Company's financial strategies, organize and implement important internal audit activities, coordinate fund raising activities for working capital of the Company's operation and prepare the Company's financial planning. She is also responsible for monitoring the financial affairs of the Company's subsidiaries, assist senior management in implementing business strategies and operation plans to achieve the Company's operation and management targets and development goals. Prior to joining the Company, Ms. Hu has built up extensive experience on financial management.

From July 2004 to November 2006, Ms. Hu worked in Zhejiang Jiangong Real Estate Development Group Company Limited (浙江建工房地產開發集團有限公司) and engaged in financial duties. From November 2006 to December 2008, she worked in Zhejiang Dongfang Accountants Company Limited (浙江東方會計師事務所有限公司) and engaged in on-site audit works. From December 2008 to June 2015, Ms. Hu served as a manager of Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合夥)). Ms. Hu has served as a director of Deqing Jinhui Micro-finance Company Limited* (德清金匯小額貸款有限公司), a subsidiary of the Company from July 2015 to April 2019. Ms. Hu has served as a supervisor of Hangzhou Qiyue Trading Co., Ltd* (杭州祺躍貿易有限公司), a subsidiary of the Company since December 2016.

Ms. Hu graduated from Zhejiang Institute of Finance and Economics (浙江財經學院) (currently known as Zhejiang University of Finance and Economics (浙江財經大學)) with a bachelor of management degree (major in accounting) in 2004. As at March 2022, Ms. Hu obtained a master's degree from the Fudan University School of Management (復旦大學管理學院). Ms. Hu was admitted as a certified public accountant of the Chinese Institute of Certified Public Accountants in 2007.

Ms. Hu, as an executive Director, has entered into a service contract with the Company in June 2019 for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Ms. Hu is entitled to receive an annual director's fee (before tax) of RMB6,000, as well as allowances and benefits and discretionary bonuses as approved from time to time, which are determined after arm's length negotiation between Ms. Hu and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Ms. Hu does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, (i) Ms. Hu has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) she does not hold any other positions in the Company and its subsidiaries; and (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Ms. Hu pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Non-executive Director

Mr. Pan Zhongmin (潘忠敏) ("Mr. Pan") (formerly known as Pan Zhongming (潘忠明)), aged 52, was appointed as the non-executive Director on 8 August 2014. Mr. Pan has over 20 years of experience in marketing related matters. From October 1998 to February 2003, Mr. Pan worked as a sales and marketing representative in Deqing Wukang Zhong Sheng Refractory and Heat Insulating Material Operating Department* (德清縣武康中盛耐火保溫材料經營部), a company primarily engaged in the sales and marketing of heat insulating material and refractory materials. From March 2003 to January 2005, Mr. Pan Zhongmin worked as a deputy general manager in Hangzhou Meibao Furnace Engineering Co., Ltd.* (杭州美寶爐窯工程有限公司), a company primarily engaged in the design, production and installation of furnace. He was responsible for overseeing the daily operation in the abovementioned companies. Since March 2005 till now, Mr. Pan has been the chairman of the board of directors of Zhejiang Bangni Refractory Fiber Co., Ltd.* (浙江邦尼耐火纖維有限公司), a company mainly engaged in production and sales of refractory fiber and materials where Mr. Pan has been responsible for strategic planning and business development. As at February 2022, Mr. Pan became a committee member of 中國人民政治協商會議第十屆德清縣委員會 (the tenth Deqing County Committee of the Chinese People's Political Consultative Conference*).

Mr. Pan graduated from Deqing Agricultural Vocational High School* (德清縣農職業高級中學) in July 1992. In July 2011, he obtained a college diploma (專科文憑) through online learning majoring in business administration management from Dalian University of Technology (大連理工大學). In January 2022, Mr. Pan obtained a bachelor degree in business administration from the Open University of China.

Mr. Pan has entered into a service contract with the Company in December 2014, and was appointed as a non-executive Director for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Mr. Pan is entitled to receive an annual director's fee (before tax) of RMB6,000, which are determined after arm's length negotiation between Mr. Pan and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Pan is beneficially interested in 11,792,000 Domestic Shares, which is required to be disclosed under Part XV of the SFO. Apart from those disclosed above, Mr. Pan does not have any interest in the Shares, underlying shares or debentures of the Company (as defined in Part XV of the SFO), and there are no any other matters that need to be brought to the attention of the Shareholders nor any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Save as disclosed above, (i) Mr. Pan has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no other information that should be disclosed for Mr. Pan pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Independent non-executive Director

Mr. Zhao Xuqiang (趙旭強) ("Mr. Zhao"), aged 48, was appointed as an independent non-executive Director on 29 June 2020. Mr. Zhao was also appointed as the chairman of the remuneration and appraisal committee, member of the audit committee and nomination committee of the Company. Mr. Zhao graduated from Shanghai University of Finance & Economics and obtained a bachelor degree of economics in July 2000 and a master degree of economics from Shanghai University of Finance & Economics in March 2003. Mr. Zhao holds a certificate for independent directors issued by the Shanghai Stock Exchange and a certificate for Board secretary issued by Shenzhen Stock Exchange.

From September 2003 to September 2004, Mr. Zhao served at the Listing Office of Yiwu, Zhejiang Province. From October 2004 to September 2008, Mr. Zhao acted as associate chief officer and chief officer in Zhejiang Supervision Bureau of China Securities Regulatory Commission successively. From October 2008 to August 2013, Mr. Zhao acted as chief officer and associate consultant in the institutional supervision department of China Securities Regulatory Commission successively. From September 2013 to September 2014, Mr. Zhao acted as a temporary Deputy Director in Quanzhou Financial Affairs Bureau, Fujian Province. From October 2014 to July 2016, Mr. Zhao acted as an associate consultant and consultant in the Illegal Trading Bureau of China Securities Regulatory Commission (中國證監會打非局) successively. From August 2016 to July 2018, Mr. Zhao acted as a director in the Second Division of the Capital Market of Hangzhou Branch of Industrial Bank Co., Ltd.. Mr. Zhao acted as an executive director of Zhejiang Jiurishan Enterprises Management Consultant Co., Ltd.* (浙江九日山企業管理諮詢有限公司) since September 2018. Mr. Zhao acted as an independent director of Hithink RoyalFlush Information Network Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 300033) since March 2020. Mr. Zhao served for Anhui Genuine New Materials Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 603429) since April 2020. Mr. Zhao acted as an independent director of Baocheng Futures Co., Ltd. (寶城期貨有限責任公司) (a subsidiary of China Great Wall Securities Co., Ltd., a company listed on the Shenzhen Stock Exchange, stock code: 002939) since December 2021. From December 2024 to May 2025, Mr. Zhao has been an independent director of Zhejiang Deshuo Technology Co., Ltd., (a company listed on the National Equities Exchange and Quotations, Stock Code: 874669).

Mr. Zhao has entered into a service contract with the Company in July 2020, and was appointed as an independent non-executive Director for a term of three years with effect from the fourth session of the Board. As at the Latest Practicable Date, Mr. Zhao is entitled to receive a director's fee of RMB100,000 per annum (before tax), which is determined after arm's length negotiation between Mr. Zhao and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition.

As at the Latest Practicable Date, Mr. Zhao does not have or deemed to have any interests in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. Zhao has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other positions in the Company and its subsidiaries; and (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhao has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

There is no other information that should be disclosed for Mr. Zhao pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Shen Wei, aged 54, obtained a Bachelor of Laws degree and a Master of Laws degree from East China University of Political Science and Law, a Master of Laws degree from the University of Michigan, a Master of Laws degree from the University of Cambridge, and a PhD degree from the London School of Economics and Political Science.

Mr. Shen is currently the Kaiyuan Distinguished Professor and doctoral supervisor at Kaiyuan Law School, Shanghai Jiao Tong University; the Distinguished Professor (Eastern Scholar) of Shanghai Municipal Universities; Global Professor of Law at New York University School of Law; L. Bates Lea Visiting Professor at the University of Michigan; and Bok International Professor at the University of Pennsylvania Carey Law School.

Mr. Shen's main research areas include international investment law, corporate governance, financial regulation and international commercial arbitration.

If elected, Mr. Shen will enter into a service contract with the Company for an initial term of three years with effect from the fifth session of the Board. Mr. Shen will be entitled to a director's fee of RMB100,000 per annum (before tax), which is determined after arm's length negotiation between Mr. Shen and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and the time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition. Mr. Shen will also be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Shen does not have or is not deemed to have any interests in any shares or underlying shares of the Company or its associated corporations (the "**Share(s)**") pursuant to Part XV of the Securities and Futures Ordinance ("**SFO**").

Save as disclosed above, (i) Mr. Shen has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Mr. Shen does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Shen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (the "**Shareholder(s)**").

Mr. Shen has confirmed to the Board that (i) he has satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor was he connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

There is no other information that should be disclosed for Mr. Shen pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

Mr. Pang, Peter Chun Ming (彭浚銘), aged 49, has over 19 years of experience in accounting, auditing and finance. From July 2003 to October 2007, Mr. Pang worked in the field of audit at Ernst & Young LLP in the United States. From November 2007 to March 2008, he worked at Ernst & Young in Hong Kong as a manager in the Assurance and Advisory Business Service Department. From March 2008 to September 2010, he served as an associate director in the Corporate Finance Department of BOCI Asia Limited, a subsidiary of BOC International Holdings Limited. From September 2010 to April 2011, he worked at Deutsche Bank AG, Hong Kong Branch as an associate in the Global Banking Division. From April 2011 to December 2014, he served as chief financial officer and company secretary of Renjian Antong International Holdings Limited, a Fujian-based logistics company, mainly responsible for accounting and finance and overall compliance. From January 2015 to July 2018, Mr Pang served as chief financial officer and joint company secretary of Pa Shun Pharmaceutical International Holdings Limited (百信藥業國際控股有限公司)(currently known as Pa Shun International Holdings Limited (百信國際控股有限公司), a company listed on the Stock Exchange of Hong Kong, stock code: 574). Mr. Pang currently serves as an independent non-executive director of Lianchi Hospital Group Co., Ltd. (蓮池醫院集

團股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 831672), an independent non-executive director of HGTECH Company Limited (華工科技產業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000988), an independent non-executive director of Shanghai Simpletouch Robot Co., Ltd. (上海睿觸機器人股份有限公司), and as the chief financial officer and joint company secretary of Fuli Gemstones International Holdings Limited (富麗寶石國際控股有限公司).

Mr. Pang obtained a bachelor's degree in economics from the University of California at Berkeley, the United States in August 1999 and a master's degree in accounting from the University of Southern California, the United States in May 2003. Mr. Pang has been a certified public accountant of the California Board of Accountancy of the United States since February 2006 and a chartered financial analyst (CFA) charterholder since November 2006.

If elected, Mr. Pang will enter into a service contract with the Company for an initial term of three years with effect from the fifth session of the Board. Mr. Pang will be entitled to a director's fee of HK$150,000 per annum (before tax), which is determined after arm's length negotiation between Mr. Pang and the Company on the basis of his past experiences, professional qualifications, responsibilities involved in the Company and the time devoted in the Company's business, as well as the current financial position of the Company and the prevailing market condition. Mr. Pang will also be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Pang does not have or is not deemed to have any interests in the Shares pursuant to Part XV of the SFO.

Save as disclosed above, (i) Mr. Pang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) Mr. Pang does not hold any other positions in the Company and its subsidiaries; and (iii) Mr. Pang does not have any relationship with any Directors, senior management or the Shareholders.

Mr. Pang has confirmed to the Board that (i) he has satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor was he connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of his appointment.

There is no other information that should be disclosed for Mr. Pang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of Shareholders.

RE-ELECTION OF THE SUPERVISORS

Mr. Wang Peijun ("Mr. Wang"), aged 52, was appointed as the Supervisor with effect from 8 August 2014. From September 1994 to August 1997, Mr. Wang studied marketing courses provided by Anhui University (安徽大學), and obtained a graduate certificate from Anhui University in August 1997. In January 2011, Mr. Wang graduated from the college of online education of Chongqing University (重慶大學) majoring in engineering management (engineering cost management)* (工程管理(工程造價管理方向)) with a college diploma (專科文憑).

From September 1992 to December 2003, Mr. Wang worked as a manager of the sales department at Zhejiang Jiefang Decoration Engineering Co., Ltd.* (浙江解放裝飾工程有限公司), a company primarily engaged in interior design and design and installation of glass wall, steel and aluminium alloy doors and window frames. Since January 2004, Mr. Wang has been the general manager of Deqing Hong Yuan Decoration Company Limited* (德清宏遠裝飾有限公司), a company primarily engaged in interior design and design and installation of steel and aluminium alloy doors and window frames.

On 8 November 2006, Mr. Wang was recognized as a construction engineer* (建築施工工程師) by Quzhou City Personnel Labour Social Security Bureau* (衢州市人事勞動社會保障局, currently known as Quzhou City Human Resources and Social Security Bureau* (衢州市人力資源和社會保障局)).

Save as disclosed above, Mr. Wang has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Wang does not hold any other positions in the Company or other members of the Group. Mr. Wang does not have any interests in any Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company in December 2014, for an initial term of three years with effect from the fourth session of the Board of Supervisors. Mr. Wang is entitled to receive an annual supervisor's fee (before tax) of RMB6,000. Mr. Wang shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no other information that should be disclosed with respect to Mr. Wang pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

Ms. Zhou Mingwan ("Ms. Zhou"), aged 38, was appointed as a Supervisor with effect from 29 June 2020. Ms. Zhou graduated from Harbin University of Commerce in 2011 and obtained a bachelor degree in management (majoring in accounting). From August 2011 to July 2013, Ms. Zhou was involved in financial work in Deqing County Dexin Wine Co., Ltd.* (德清縣德信酒業有限公司) under Zhejiang Sunrise Group* (浙江商源集團). From August 2013 to November 2014,

Ms. Zhou acted as a financial supervisor in Zhejiang Asti Electronic Co., Ltd.* (浙江雅士迪電子有限公司). From March 2015 to February 2018, Ms. Zhou acted as deputy manager and manager in the Financial Department of the Company successively. Ms. Zhou acted as a manager in the Financial Department of Deqing Jinhui Micro-finance Company Limited from February 2018 to August 2020. From August 2020 to February 2023, Ms. Zhou acted as deputy general manager and chief financial officer in Deqing Yulong Tourism Development Company Limited* (德清御隆旅遊開發有限公司). From February 2023 to August 2024, Ms. Zhou acted as head of finance department in Zhejiang Nazhong New Material Technology Company Limited*(浙江納眾新材料科技有限公司). Since September 2024, Ms. Zhou has been working in the sales office of Zhejiang Jolly Pharmaceutical Co., Ltd. Ms. Zhou obtained an intermediate accountant title in 2016 and obtained a non-practicing certified public accountant certificate in 2018.

Save as disclosed above, Ms. Zhou has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Zhou does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Zhou does not hold any other positions in the Company or other members of the Group. Ms. Zhou does not have any interests in any Shares within the meaning of Part XV of the SFO.

Ms. Zhou has entered into a service contract with the Company in June 2020, for an initial term of three years with effect from the fourth session of the Board of Supervisors. Ms. Zhou is entitled to receive an annual supervisor's fee (before tax) of RMB6,000. Ms. Zhou shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

There is no other information that should be disclosed with respect to Ms. Zhou pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor other matters that need to be brought to the attention of the Shareholders.

Note: The adjustments to the numbering and references to the numbering of articles due to provisions added into or removed from the amended Rules of Procedures for the Shareholders' General Meetings are not separately reflected in the table below.

Existing provisions	**Amended provisions** **Deletions shown in strikethrough, and revisions shown in bold and underlined**
	Amend all references to shareholders' general meeting(s) as general meeting(s)
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
Article 1 These rules are formulated to improve the corporate governance of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the shareholders' general meeting and its participants, ensure the legality of the procedures and resolutions of the shareholders' general meeting, guarantee the efficiency and scientific decision-making of the shareholders' general meeting, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.	Article 1 These rules are formulated to improve the corporate governance of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the ~~shareholders'~~ general meeting and its participants, ensure the legality of the procedures and resolutions of the ~~shareholders'~~ general meeting, guarantee the efficiency and scientific decision-making of the ~~shareholders'~~ general meeting, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.
Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Articles of Association").	Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), ~~the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Articles of Association").

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 2 SHAREHOLDERS	CHAPTER 2 SHAREHOLDERS
Article 8 Shareholders shall have the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request, convene, preside over, attend in person or by proxy a shareholders' general meeting, and exercise the corresponding voting rights in accordance with the laws; (3) the right to supervise the Company's operations and management, and to put forward proposals or raise inquiries; (4) the right to transfer, give or pledge the shares held in accordance with the laws, administrative regulations and provisions of the Articles of Association; (5) the right to inspect the Articles of Association, register of shareholders, counterfoils of corporate bonds, minutes of shareholders' general meetings, resolutions of the board of directors, resolutions of the board of supervisors, and financial and accounting reports; (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; (7) the right to request the Company to purchase their shares if they dissent from the resolutions on merger or division of the Company passed at a shareholders' general meeting; (8) other rights specified by laws, administrative regulations, departmental rules or the Articles of Association.	Article 8 Shareholders shall have the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to request, convene, preside over, attend in person or by proxy a ~~shareholders'~~ general meeting, and exercise the corresponding **speaking and** voting rights in accordance with the laws; (3) the right to supervise the Company's operations and management, and to put forward proposals or raise inquiries; (4) the right to transfer, give or pledge the shares held in accordance with the laws, administrative regulations and provisions of the Articles of Association; (5) the right to inspect **and copy** the Articles of Association, register of shareholders, ~~counterfoils of corporate bonds,~~ minutes of ~~shareholders'~~ general meetings, resolutions of the board of directors, resolutions of the board of supervisors, and financial and accounting reports**. Shareholders who meet the relevant requirements may inspect the Company's accounting books and accounting vouchers**; (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; (7) the right to request the Company to purchase their shares if they dissent from the resolutions on merger or division of the Company passed at a ~~shareholders'~~ general meeting; (8) other rights ~~specified~~**conferred** by laws, administrative regulations~~, departmental rules~~ ~~or~~**and** the Articles of Association.
Article 13 Shareholders shall assume the following obligations: (1) to abide by the laws, administrative regulations and the Articles of Association; (2) to pay subscribed share capital according to the number of shares subscribed for and the method of subscription; (3) to be liable for the Company to the extent of the shares held;	Article 13 Shareholders shall assume the following obligations: (1) to abide by the laws, administrative regulations and the Articles of Association; (2) to pay subscribed share capital according to the number of shares subscribed for and the method of subscription; ~~(3) to be liable for the Company to the extent of the shares held;~~ .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 22 The aforesaid power of attorney shall at least set forth the following contents: (1) name of the proxy; (2) whether the proxy has voting rights; (3) instructions to vote for, against or abstain from each matter included in the agenda of the meeting;	Article 22 The aforesaid power of attorney shall at least set forth the following contents: (1) name of the proxy; (2) whether the proxy has voting rights; (3) instructions to vote for, against or abstain from each matter included in the agenda of the meeting; .....
CHAPTER 3 GENERAL PROVISIONS ON THE SHAREHOLDERS' GENERAL MEETING	CHAPTER 3 GENERAL PROVISIONS ON THE ~~SHAREHOLDERS'~~ GENERAL MEETING
Article 27 Shareholders' general meeting is the supreme organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws: (1) to decide the Company's operational guidelines and investment schemes; (2) to elect and replace directors and supervisors who are not staff representatives, and determine matters relating to the remuneration of directors and supervisors; (3) to consider and approve the reports of the board of directors; (4) to consider and approve the reports of the board of supervisors; (5) to consider and approve the Company's annual financial budgets and final accounts; (6) to consider and approve the Company's profit distribution plan and plan for making up for losses; (7) to resolve the increase or reduction in the Company's registered capital; (8) to resolve on the issuance of shares and debentures of the Company; (9) to resolve on merger, division, dissolution, liquidation and change of form of the Company; (10) to amend the Articles of Association; (11) to resolve on the appointment, dismissal or non-reappointment of accounting firms by the Company; (12) to consider and approve the guarantee matters specified in Article 29; (13) to consider and approve changes in the use of proceeds; (14) to consider and approve equity incentive schemes; (15) to consider and discuss other matters that shall be decided at a shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules and the Articles of Association.	Article 27 ~~Shareholders'~~ general meeting is the supreme organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws: ~~(1) to decide the Company's operational guidelines and investment schemes;~~ ~~(2)~~**(1)** to elect and replace directors and supervisors ~~who are not staff representatives~~, and determine matters relating to the remuneration of directors and supervisors; ~~(3)~~**(2)** to consider and approve the reports of the board of directors; ~~(4)~~**(3)** to consider and approve the reports of the board of supervisors; ~~(5) to consider and approve the Company's annual financial budgets and final accounts;~~ ~~(6)~~**(4)** to consider and approve the Company's profit distribution plan and plan for making up for losses; ~~(7)~~**(5)** to resolve the increase or reduction in the Company's registered capital; ~~(8)~~**(6)** to resolve on the issuance ~~of shares and~~ debentures of the Company; ~~(9)~~**(7)** to resolve on merger, division, dissolution, liquidation and change of form of the Company; ~~(10)~~**(8)** to amend the Articles of Association; ~~(11)~~**(9)** to resolve on the appointment~~,~~ **and** dismissal ~~or non-reappointment~~ of accounting firms by the Company **and their remuneration**; ~~(12)~~**(10)** to consider and approve the guarantee matters specified in ~~Article 29~~**the Articles of Association**; ~~(13) to consider and approve changes in the use of proceeds;~~ ~~(14) to consider and approve equity incentive schemes;~~ **(11) to consider and discuss purchases and sales of significant assets or provision of guarantees by the Company within a year exceeding 30% of the latest audited total assets of the Company;** ~~(15)~~**(12)** to consider and discuss other matters that shall be decided at a ~~shareholders'~~ general meeting as stipulated by laws, administrative regulations~~,~~ ~~departmental rules~~ and the Articles of Association.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 33 The Company shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances: (1) where the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital; (3) where requested in writing by any shareholder holding severally or jointly no less than 10% (inclusive) of the total voting shares of the Company; (4) when deemed necessary by the board of directors; (5) when requested by the board of supervisors; (6) other circumstances set out in the laws, administrative regulations, competent departmental rules and the Articles of Association. The shareholding under preceding paragraph (3) shall be calculated based on the number of shares held by the shareholder(s) on the date of submitting the written request.	Article 33 The Company shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances: (1) where the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association **(i.e., 6 persons)**; (2) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital; (3) where requested ~~in writing~~ by any shareholder holding severally or jointly no less than 10% ~~(inclusive)~~ of the total voting shares of the Company; (4) when deemed necessary by the board of directors; (5) when requested by the board of supervisors; (6) other circumstances set out in the laws, administrative regulations, competent departmental rules and the Articles of Association. ~~The shareholding under preceding paragraph (3) shall be calculated based on the number of shares held by the shareholder(s) on the date of submitting the written request.~~
Article 34 No less than half of the independent non-executive directors shall be entitled to propose the convention of an extraordinary general meeting to the board of directors. With regard to the proposal by the independent non-executive directors on convention of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, make feedback in written form concerning approval or disapproval of the convention within 10 days after its receipt of the request.	Article 34 ~~No less~~**More** than half of the independent non-executive directors shall be entitled to propose the convention of an extraordinary general meeting to the board of directors. With regard to the proposal by the independent non-executive directors on convention of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, make feedback in written form concerning approval or disapproval of the convention within 10 days after its receipt of the request. .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 38 The board of directors and the secretary to the board of directors shall cooperate with respect to a shareholders' general meeting convened by the board of supervisors or shareholders. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the administration for industry and commerce for access with the relevant announcement of the notice convening the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' general meeting. The expenses necessary for a shareholders' general meeting convened by the board of supervisors or shareholders shall be borne by the Company.	Article 38 The board of directors and the secretary to the board of directors shall cooperate with respect to a ~~shareholders'~~ general meeting convened by the board of supervisors or shareholders. The board of directors shall provide the register of shareholders as at the record date. If the board of directors fails to provide the register of shareholders, the convener may apply to the ~~administration for industry and commerce~~**market supervision and administration department** for access with the relevant announcement of the notice convening the ~~shareholders'~~ general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the ~~shareholders'~~ general meeting. The expenses necessary for a ~~shareholders'~~ general meeting convened by the board of supervisors or shareholders shall be borne by the Company.
Article 42 In the event that the Company convenes a shareholders' general meeting, a written notice shall be issued 45 days before the meeting to inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. A shareholder intending to attend the shareholders' general meeting shall send a written reply to the Company 20 days before the meeting.	Article 42 In the event that the Company convenes a**n annual** ~~shareholders'~~ general meeting, **shareholders shall be notified by way of public announcement in writing at least 21 days before the meeting; and in the event of an extraordinary general meeting, shareholders shall be notified by way of public announcement in writing at least 15 days before the meeting.** ~~a written notice shall be issued 45 days before the meeting to inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. A shareholder intending to attend the shareholders' general meeting shall send a written reply to the Company 20 days before the meeting.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 43 The notice convening a shareholders' general meeting shall include the following: (1) the date, venue and duration of the meeting; (2) the matters and proposals to be submitted at the meeting for consideration; (3) the information and explanations necessary for shareholders to make informed decisions on the matters to be considered; This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other ways, the terms of the proposed transaction must be provided in detail together with a copy of the proposed contract (if any), and the cause and effect of such proposal shall be properly described; (4) the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be discussed; and an explanation of the differences, if any, between the way in which the matter to be discussed would affect such director, supervisor and senior management officer in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class; (5) an express statement that all shareholders are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote on his/her behalf thereat and that such proxy need not be a shareholder of the Company; (6) the time and place for serving the proxy forms; (7) the name and telephone number of the contact person fixed for routine activities.	Article 43 The notice convening a ~~shareholders'~~ general meeting shall include the following: (1) the date, venue and duration of the meeting; (2) the matters ~~and proposals~~ to be ~~submitted~~**considered** at the meeting~~ for consideration~~; ~~(3) the information and explanations necessary for shareholders to make informed decisions on the matters to be considered; This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other ways, the terms of the proposed transaction must be provided in detail together with a copy of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;~~ ~~(4) the nature and extent of the material conflict of interest, if any, of any director, supervisor and senior management officer in the matters to be discussed; and an explanation of the differences, if any, between the way in which the matter to be discussed would affect such director, supervisor and senior management officer in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;~~ ~~(5)~~**(3)** an express statement that all shareholders are entitled to attend the ~~shareholders'~~ general meeting and may appoint a proxy in writing to attend and vote on his/her behalf thereat and that such proxy need not be a shareholder of the Company; ~~(6)~~**(4) the record date for shareholders who are entitled to attend the general meeting;** ~~the time and place for serving the proxy forms;~~ ~~(7)~~**(5)** the name and telephone number of the contact person fixed for routine activities~~.~~**;** **(6) the time and procedures for attending the meeting online or by other virtual means and the method of electronic voting.**
Article 57 Candidates for directors and candidates for supervisors who are staff representatives shall be submitted to the shareholders' general meeting for consideration by way of proposal. Supervisors who are staff representatives shall be elected by the staff (representative) assembly of the Company or in other democratic forms.	Article 57 Candidates for directors and candidates for supervisors who are staff representatives shall be submitted to the ~~shareholders'~~ general meeting for consideration by way of proposal. Supervisors who are staff representatives shall be elected by the staff ~~(representative)~~ assembly of the Company~~ or in other democratic forms~~. .....

Existing provisions	**Amended provisions** **Deletions shown in strikethrough, and revisions shown in bold and underlined**
Article 61 The nomination, election and replacement of independent non-executive directors shall be carried out in accordance with the laws and in a standardized manner: ..... (3) Before convening a shareholders' general meeting to deliberate on the appointment of independent non-executive directors, the Company shall submit the detailed information of the candidates for independent non-executive directors to the Jiangsu Regulatory Bureau of the China Securities Regulatory Commission for examination and verification. If the board of directors has objections to the relevant information of the nominees, it shall submit the written materials of the board of directors at the same time.	Article 61 The nomination, election and replacement of independent non-executive directors shall be carried out in accordance with the laws and in a standardized manner: ..... ~~(3) Before convening a shareholders' general meeting to deliberate on the appointment of independent non-executive directors, the Company shall submit the detailed information of the candidates for independent non-executive directors to the Jiangsu Regulatory Bureau of the China Securities Regulatory Commission for examination and verification. If the board of directors has objections to the relevant information of the nominees, it shall submit the written materials of the board of directors at the same time.~~ .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 5 CONVENING OF SHAREHOLDERS' GENERAL MEETINGS	CHAPTER 5 CONVENING OF ~~SHAREHOLDERS'~~ GENERAL MEETINGS
Article 64 ..... A shareholders' general meeting shall be presided over and chaired by the chairman of the board of directors. If the chairman is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting. Where both the chairman and vice chairman are unable to attend the meeting and the chairman has not designated another director to act as the chairman of the meeting, the board of directors may designate a director of the Company to act as the chairman of the meeting. Where the board of directors has not designated such chairman, shareholders attending the meeting may elect one person to act as the chairman of the meeting. If, for any reason, the shareholders are unable to elect a chairman, the meeting shall be chaired by the shareholder present (or his/her proxy) with the largest number of voting shares. The chairman of the board of directors shall arrange for the chairman of each of the audit committee, the remuneration and appraisal committee and the nomination committee, or in the absence of such chairman, another member (or if such member is unable to attend, his/her duly appointed representative) to answer questions at the annual general meeting. The chairmen of the independent committees under the board of directors shall respond to questions at any shareholders' general meeting to approve connected transactions or any other transactions requiring independent approval.	Article 64 ..... A ~~shareholders'~~ general meeting shall be presided over ~~and chaired~~ by the chairman of the board of directors. ~~If the chairman is unable to attend the meeting for any reason, the vice chairman shall act as the chairman of the meeting.~~ **If the chairman is unable to perform or fails to perform his/her duties, more than half of the directors shall jointly recommend a vice chairman to preside; if the vice chairman is unable to perform or fails to perform his/her duties, a director jointly recommended by more than half of the directors shall preside.** ~~Where both the chairman and vice chairman are unable to attend the meeting and the chairman has not designated another director to act as the chairman of the meeting, the board of directors may designate a director of the Company to act as the chairman of the meeting. Where the board of directors has not designated such chairman, shareholders attending the meeting may elect one person to act as the chairman of the meeting. If, for any reason, the shareholders are unable to elect a chairman, the meeting shall be chaired by the shareholder present (or his/her proxy) with the largest number of voting shares. The chairman of the board of directors shall arrange for the chairman of each of the audit committee, the remuneration and appraisal committee and the nomination committee, or in the absence of such chairman, another member (or if such member is unable to attend, his/her duly appointed representative) to answer questions at the annual general meeting. The chairmen of the independent committees under the board of directors shall respond to questions at any shareholders' general meeting to approve connected transactions or any other transactions requiring independent approval.~~
Article 75 The shareholders' general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable to perform or fails to perform his/her duties, the vice chairman shall perform the duties; if the vice chairman is unable to perform or fails to perform his/her duties, a director jointly recommended by no less than half of the directors shall preside.	Article 75 The ~~shareholders'~~ general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable to perform or fails to perform his/her duties, **more than half of the directors shall jointly recommend a**~~the~~ vice chairman ~~shall~~**to** perform the duties; if the vice chairman is unable to perform or fails to perform his/her duties, a director jointly recommended by ~~no less~~**more than** half of the directors shall preside. .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 99 The following matters shall be approved by way of ordinary resolution at a shareholders' general meeting: ..... (3) appointment and removal of members of the board of directors and members of the board of supervisors who are not staff representatives, and their remuneration and payment methods; (4) the annual financial budget and final accounts of the Company; (5) the annual report of the Company; (6) connected transactions requiring approval by the shareholders' general meeting as stipulated in the Listing Rules;	Article 99 The following matters shall be approved by way of ordinary resolution at a ~~shareholders'~~ general meeting: ..... (3) appointment and removal of ~~members of the board of~~ directors and ~~members of the board of~~ supervisors ~~who are not staff representatives~~, and their remuneration and payment methods; ~~(4) the annual financial budget and final accounts of the Company;~~ ~~(5) the annual report of the Company;~~ ~~(6) connected transactions requiring approval by the shareholders' general meeting as stipulated in the Listing Rules;~~ .....
Article 100 The following matters shall be approved by way of special resolution at a shareholders' general meeting: (1) increase or reduction of the Company's registered capital; (2) issuance of the Company's shares, warrants and other similar securities and debentures;	Article 100 The following matters shall be approved by way of special resolution at a ~~shareholders'~~ general meeting: (1) increase or reduction of the Company's registered capital; ~~(2) issuance of the Company's shares, warrants and other similar securities and debentures;~~ .....
CHAPTER 6 SUPPLEMENTARY PROVISIONS	CHAPTER 6 SUPPLEMENTARY PROVISIONS
Article 112 These rules shall become effective after consideration and approval by the shareholders' general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited, officially replacing any previous rules.	Article 112 These rules shall become effective after consideration and approval by the ~~shareholders'~~ general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited~~, officially replacing any previous rules~~.

Note: The adjustments to the numbering and references to the numbering of articles due to provisions added into the amended Rules of Procedures for the Board of Directors are not separately reflected in the table below.

Existing provisions	**Amended provisions** **Deletions shown in strikethrough, and revisions shown in bold and underlined**
	Amend all references to shareholders' general meeting(s) as general meeting(s)
Article 1 These rules are formulated to improve the corporate governance of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the board of directors and its members, ensure the legality of the procedures and resolutions of the board of directors, guarantee the efficient operation and scientific decision-making of the board of directors, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.	Article 1 These rules are formulated to improve the corporate governance of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the board of directors and its members, ensure the legality of the procedures and resolutions of the board of directors, guarantee the efficient operation and scientific decision-making of the board of directors, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.
Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Articles of Association").	Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), ~~the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing,~~ the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Articles of Association").
Article 7 The board of directors consists of 8 directors, including 3 independent non-executive directors. ..... The Company shall disclose detailed information regarding director candidates prior to the convening of the shareholders' general meeting to ensure that shareholders have sufficient understanding of the candidates when casting their votes. Each director (including those with fixed terms) shall retire by rotation at least once every three years.	Article 7 The board of directors consists of 8 directors, including 3 independent non-executive directors. ..... The Company shall disclose detailed information regarding director candidates prior to the convening of the ~~shareholders'~~ general meeting to ensure that shareholders have sufficient understanding of the candidates when casting their votes. ~~Each director (including those with fixed terms) shall retire by rotation at least once every three years.~~ .....
Article 8 ..... A director's term of service commences from the date of passing the resolution at the shareholders' general meeting, until the current term of service of the board of directors ends.	Article 8 ..... A director's term of service commences from the date of ~~passing the resolution at the shareholders' general meeting~~ **his or her appointment**, until the current term of service of the board of directors ends.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10 The board of directors shall have one chairman and two vice chairmen. The chairman and vice chairmen shall be elected or removed by a majority vote of all directors. The chairman shall be the legal representative of the Company. If the chairman is unable to perform his duties, the vice chairman shall perform such duties; if the vice chairman is unable to perform his duties or fails to do so, the chairman shall designate another director in writing to act in his stead, specifying the effective period of such delegation.	Article 10 The board of directors shall have one chairman and two vice chairmen. The chairman and vice chairmen shall be elected or removed by a majority vote of all directors. The chairman shall be the legal representative of the Company. If the chairman is unable to perform his duties, ~~the~~ **a** vice chairman **jointly elected by more than half of the directors** shall perform such duties; if the vice chairman is unable to perform his duties or fails to do so, ~~the chairman shall designate another director in writing to act in his stead, specifying the effective period of such delegation~~ **a director jointly elected by more than half of the directors shall perform such duties**.
Article 11 The board of directors shall establish specialized committees such as the audit committee, remuneration and appraisal committee, nomination committee in accordance with laws, regulations and the Listing Rules, and such committees shall be accountable to the board of directors. The specialized committees shall conduct research on specialized matters and put forward opinions and recommendations to the board of directors for its decision-making. The board of directors shall establish the audit committee, the remuneration and appraisal committee and the nomination committee.	Article 11 The board of directors shall establish specialized committees such as the audit committee, remuneration and appraisal committee, nomination committee**, ESG sustainable development committee, and strategy and risk management committee** in accordance with laws, regulations and the Listing Rules, and such committees shall be accountable to the board of directors. The specialized committees shall conduct research on specialized matters and put forward opinions and recommendations to the board of directors for its decision-making. The board of directors shall establish the audit committee, the remuneration and appraisal committee~~, and~~**,** the nomination committee**, the ESG sustainable development committee, and the strategy and risk management committee**.
	(Add one article) **Article 15** **A majority of the members of the strategy and risk management committee shall be independent non-executive directors. The primary responsibilities of the strategy and risk management committee are to study and evaluate the Company's risk management status and propose recommendations to improve the Company's risk management and internal controls; and to study and propose recommendations regarding the Company's long-term development strategy and major investment decisions.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) **Article 16** **The ESG sustainability committee shall include at least one independent non-executive director. The ESG sustainability committee is primarily responsible for assisting the board of directors in overseeing the formulation and implementation of the Company's sustainable development strategies, so as to address issues relating to Environmental, Social and Governance ("ESG").**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 16 The board of directors shall primarily exercise the following functions and powers: (I) to convene the shareholders' general meetings and report its work to the shareholders' general meeting; (II) to implement the resolutions of the shareholders' general meetings; (III) to formulate the shareholder communication policy and review it periodically to ensure its effectiveness; (IV) to formulate the Company's development plan and decide on the Company's business plans, investment plans, the signing of major contracts and bank credit plans; (V) to formulate the Company's annual financial budgets and final accounts; (VI) to formulate the Company's profit distribution plan and plan for recovery of losses; (VII) to formulate the Company's debt and financial policies, proposals for increases or reductions of the Company's registered capital, the issuance of debentures or other securities and listing; (VIII) to formulate proposals for major acquisition or disposal of assets, repurchase of the shares of the Company, or merger, division, dissolution or change of corporate form of the Company; (IX) to decide on the Company's asset investment, disposal, pledge and other guarantee matters within the authorization of the shareholders' general meeting; (X) to decide on the establishment of the Company's internal management structure; (XI) to appoint or dismiss the Company's general manager or secretary to the board of directors; pursuant to the general manager's nominations to appoint or dismiss the deputy general managers and financial controller of the Company and determine their remuneration and disciplinary actions; (XII) to formulate and review the Company's corporate governance policies and practices;	Article 1~~6~~**8** The board of directors shall primarily exercise the following functions and powers: (I) to convene the ~~shareholders'~~ general meetings and report its work to the ~~shareholders'~~ general meeting; (II) to implement the resolutions of the ~~shareholders'~~ general meetings; ~~(III) to formulate the shareholder communication policy and review it periodically to ensure its effectiveness;~~ ~~(IV)~~ **(III)** to ~~formulate the Company's development plan and~~ decide on the Company's business plans~~,~~ **and** investment plans~~, the signing of major contracts and bank credit plans~~; ~~(V)~~ **(IV)** to formulate the Company's annual financial budgets and final accounts; ~~(VI)~~ **(V)** to formulate the Company's profit distribution plan and plan for recovery of losses; ~~(VII)~~ **(VI)** to formulate ~~the Company's debt and financial policies,~~ proposals for increases or reductions of the Company's registered capital~~,~~ **and** the issuance of debentures ~~or other securities and listing~~ **of the Company**; ~~(VIII)~~ **(VII)** to formulate proposals for major acquisition ~~or disposal of assets~~, ~~repurchase~~ **acquisition** of the shares of the Company, or merger, division, dissolution ~~or~~ **and** change of corporate form of the Company; ~~(IX) to decide on the Company's asset investment, disposal, pledge and other guarantee matters within the authorization of the shareholders' general meeting;~~ ~~(X)~~ **(VIII)** to decide on the establishment of the Company's internal management structure; ~~(XI)~~ **(IX)** to ~~appoint or dismiss~~ **decide on the appointment or dismissal of** the Company's general manager or secretary to the board of directors; pursuant to the general manager's nominations to ~~appoint or dismiss~~ **decide on the appointment or dismissal of senior management officers such as** the deputy general managers and financial controller of the Company and determine their remuneration ~~and disciplinary actions~~; ~~(XII)~~ **(X)** to formulate ~~and review the Company's corporate governance policies and practices~~ **the Company's basic management system**;

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
(XIII) to formulate proposals for amendments to the Articles of Association and submit them to the shareholders' general meeting for voting;	~~(XIII)~~ **(XI)** to formulate proposals for amendments to the Articles of Association~~ and submit them to the shareholders' general meeting for voting~~;
(XIV) to manage the information disclosure of the Company;	~~(XIV)~~ **(XII)** to manage the information disclosure of the Company;
(XV) to review and monitor the Company's policies and practices regarding compliance with laws and regulatory requirements;	~~(XV) to review and monitor the Company's policies and practices regarding compliance with laws and regulatory requirements;~~
(XVI) to review the Company's compliance with the Corporate Governance Code in Appendix 14 to the Listing Rules, and the disclosures in the Corporate Governance Report;	~~(XVI) to review the Company's compliance with the Corporate Governance Code in Appendix 14 to the Listing Rules, and the disclosures in the Corporate Governance Report;~~
(XVII) to propose to the shareholders' general meetings the appointment or replacement of the accounting firm as the auditors of the Company;	~~(XVII)~~ **(XIII)** to propose to the ~~shareholders'~~ general meetings the appointment or replacement of the accounting firm as the auditors of the Company;
(XVIII) to hear the work report of general manager of the Company and to inspect the work of the general manager;	~~(XVIII)~~ **(XIV)** to hear the work report of general manager of the Company and to inspect the work of the general manager;
(XIX) to solicit from the shareholders of the Company the rights to vote at a shareholders' general meeting, no consideration shall be involved in the solicitation of voting rights and sufficient disclosure of information shall be made to the shareholders from whom voting rights are being solicited;	~~(XIX)~~ **(XV)** to solicit from the shareholders of the Company the rights to vote at a ~~shareholders'~~ general meeting, no consideration shall be involved in the solicitation of voting rights and sufficient disclosure of information shall be made to the shareholders from whom voting rights are being solicited; **to decide on the external investment, acquisition and disposal of assets, pledge of assets, external guarantee, trust asset management and connected transactions of the Company within the authorization of the general meeting;**
(XX) to organize performance evaluations of directors and managers; for independent non-executive directors, such evaluations shall be conducted through a combination of self-assessment and peer assessment;	~~(XX) to organize performance evaluations of directors and managers; for independent non-executive directors, such evaluations shall be conducted through a combination of self-assessment and peer assessment;~~
(XXI) to formulate, review and monitor the Code of Conduct and Compliance Manual (if any) for employees and directors;	~~(XXI) to formulate, review and monitor the Code of Conduct and Compliance Manual (if any) for employees and directors;~~
(XXII) to review and monitor the training and continuing professional development of directors and senior management officers;	~~(XXII) to review and monitor the training and continuing professional development of directors and senior management officers;~~
(XXIII) to exercise other functions and powers conferred by laws, administrative regulations, departmental rules or these Articles of Association.	~~(XXIII)~~ **(XVI)** to exercise other functions and powers conferred by ~~laws, administrative regulations, departmental rules or these~~ **the general meetings and the** Articles of Association.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 31 ..... (XIII) shall at least annually conduct a review of the effectiveness of the Company's internal control systems and report to shareholders that they have done so in the Corporate Governance Report published in accordance with Appendix 14 to the Listing Rules. The review shall cover all material controls, including financial, operational and compliance controls and risk management functions. When conducting the annual review, the board of directors shall especially consider the adequacy of resources, staff qualifications and experience, training programs received by the employees and budget of the issuer's accounting and financial reporting functions.	Article 3~~1~~**3** ..... (XIII) shall at least annually conduct a review of the effectiveness of the Company's internal control systems and report to shareholders that they have done so in the Corporate Governance ~~Report~~ **Code** published in accordance with Appendix ~~14~~ **C1** to the Listing Rules. The review shall cover all material controls, including financial, operational and compliance controls and risk management functions. When conducting the annual review, the board of directors shall especially consider the adequacy of resources, staff qualifications and experience, training programs received by the employees and budget of the issuer's accounting and financial reporting functions.
Article 50 The board meetings shall be chaired by the chairman. If the chairman is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman is unable or fails to perform his duties, a director jointly elected by no less than half of the directors shall perform such duties.	Article 5~~0~~**2** The board meetings shall be chaired by the chairman. If the chairman is unable or fails to perform his duties, ~~the~~ **a** vice chairman **jointly elected by more than half of the directors** shall perform such duties; if the vice chairman is unable or fails to perform his duties, a director jointly elected by ~~no less~~ **more** than half of the directors shall perform such duties.
Article 87 These rules are formulated by the board of directors and shall become effective after consideration and approval by the shareholders' general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited, replacing any previous rules.	Article 8~~7~~**9** These rules are formulated by the board of directors and shall become effective after consideration and approval by the ~~shareholders'~~ general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited~~, replacing any previous rules~~.

Note: The adjustments to the numbering and references to the numbering of articles due to provisions added into or removed from the amended Working Rules for Independent Directors are not separately reflected in the table below.

Existing provisions	**Amended provisions** **Deletions shown in strikethrough, and revisions shown in bold and underlined**
	Amend all references to shareholders' general meeting(s) as general meeting(s)
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
Article 1 To further improve the governance structure of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Company") and promote the Company's standardized operations, these rules are formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Guiding Opinions on the Establishment of Independent Director System in Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, regulations and normative documents, as well as the Articles of Association of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Articles of Association").	Article 1 To further improve the governance structure of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Company") and promote the Company's standardized operations, these rules are formulated in accordance with the Company Law of the People's Republic of China **(hereinafter referred to as the "Company Law")**, ~~the Code of Corporate Governance for Listed Companies~~ **the Securities Law of the People's Republic of China**, ~~the Guiding Opinions on the Establishment of Independent Director System in Listed Companies~~ **the Rules for Independent Directors of Listed Companies**, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules") and other relevant laws, regulations and normative documents, as well as the Articles of Association of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Articles of Association").
CHAPTER 4 NOMINATION, ELECTION AND REPLACEMENT OF INDEPENDENT DIRECTORS	CHAPTER 4 NOMINATION, ELECTION AND REPLACEMENT OF INDEPENDENT DIRECTORS
Article 17 The term of office of each independent director shall be the same as that of other directors of the Company. Upon expiry of the term, an independent director may be re-elected and serve consecutive terms, provided that the total consecutive terms shall not exceed six years. "Serving as a director for more than 9 years" shall be a sufficient threshold for assessing the independence of a non-executive director. If an independent non-executive director has served for more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should set out why the board of directors believes that the person is still independent and should be re-elected.	Article 17 The term of office of each independent director shall be the same as that of other directors of the Company. Upon expiry of the term, an independent director may be re-elected and serve consecutive terms~~, provided that the total consecutive terms shall not exceed six years~~. ~~"Serving as a director for more than 9 years" shall be a sufficient threshold for assessing the independence of a non-executive director. If~~**Pursuant to Code Provision B.2.3 of Appendix C1 to the Listing Rules, if** an independent non-executive director has served for more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should ~~set out~~**state** why the board of directors **(or the nomination committee)** believes that the ~~person~~ **director** is still independent and should be re-elected**, including the factors considered, the process and the discussion of the board of directors (or the nomination committee) in arriving at such determination**.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 5 FUNCTIONS AND POWERS OF INDEPENDENT DIRECTORS	CHAPTER 5 FUNCTIONS AND POWERS OF INDEPENDENT DIRECTORS
Article 22 In addition to the functions and powers conferred on directors by the Company Law, other relevant laws, administrative regulations and the Articles of Association, independent directors shall have the following special functions and powers: (1) In respect of material connected transactions required to be considered by the board of directors or the shareholders' general meeting in accordance with laws, regulations and/or the applicable Listing Rules (to be determined according to the standards issued by the competent regulatory authorities from time to time), as well as the appointment or dismissal of accounting firms, if applicable laws, regulations and/or the applicable Listing Rules so require, such provisions shall be complied with, and such matters shall first be approved by more than half of the independent directors before being submitted to the board of directors for discussion. A resolution of the board of directors in respect of a connected transaction of the Company (any director who has a material interest in the transaction shall abstain from voting on such resolution) shall take effect only after it has been signed by the independent directors. Before making their judgment, the independent directors shall engage an intermediary to issue an independent financial adviser's report in accordance with the Listing Rules as a basis for their judgment, and shall give an opinion on whether the terms of the relevant transaction or arrangement are fair and reasonable, whether such transaction or arrangement is in the interests of the issuer and its shareholders as a whole, and how shareholders should vote (any independent non-executive director who has a material interest in the relevant transaction or arrangement shall abstain from voting at the relevant board meeting and shall not be counted in the quorum, and shall not serve as a member of the independent board committee established for the above purposes); (2) To propose to the board of directors the appointment or dismissal of accounting firms; (3) To request the board of directors to convene an extraordinary general meeting; (4) To propose the convening of a board meeting;	Article 22 In addition to the functions and powers conferred on directors by the Company Law, other relevant laws, administrative regulations and the Articles of Association, independent directors shall have the following special functions and powers: (1) ~~In respect of~~**Any** material connected transaction~~s~~ required to be considered by the board of directors or the ~~shareholders'~~ general meeting in accordance with laws, regulations and/or the applicable Listing Rules (to be determined according to the standards issued by the competent regulatory authorities from time to time)**is subject to the prior approval of the independent directors. Before making any judgement, the independent directors may engage an intermediary to issue an independent financial adviser's report as the basis for their judgement**~~, as well as the appointment or dismissal of accounting firms, if applicable laws, regulations and/or the applicable Listing Rules so require, such provisions shall be complied with, and such matters shall first be approved by more than half of the independent directors before being submitted to the board of directors for discussion. A resolution of the board of directors in respect of a connected transaction of the Company (any director who has a material interest in the transaction shall abstain from voting on such resolution) shall take effect only after it has been signed by the independent directors. Before making their judgment, the independent directors shall engage an intermediary to issue an independent financial adviser's report in accordance with the Listing Rules as a basis for their judgment, and shall give an opinion on whether the terms of the relevant transaction or arrangement are fair and reasonable, whether such transaction or arrangement is in the interests of the issuer and its shareholders as a whole, and how shareholders should vote (any independent non-executive director who has a material interest in the relevant transaction or arrangement shall abstain from voting at the relevant board meeting and shall not be counted in the quorum, and shall not serve as a member of the independent board committee established for the above purposes)~~;

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
(5) To independently engage external audit institutions and consulting institutions; (6) To publicly solicit voting rights from shareholders prior to the convening of a shareholders' general meeting; (7) To conduct careful review on whether the Company's performance meets the existing corporate objectives and purposes, and to monitor the reporting of the Company's performance; (8) To report directly to the shareholders' general meeting, securities regulatory authorities and other relevant departments.	(2) To propose to the board of directors the appointment or dismissal of accounting firms; (3) To request the board of directors to convene an extraordinary general meeting; (4) To propose the convening of a board meeting; (5) To ~~independently~~ engage external audit institutions and consulting institutions **to conduct audits and provide consultancy on specific matters of the Company**; (6) To publicly solicit voting rights from shareholders prior to the convening of a ~~shareholders'~~ general meeting; ~~(7) To conduct careful review on whether the Company's performance meets the existing corporate objectives and purposes, and to monitor the reporting of the Company's performance;~~ ~~(8) To report directly to the shareholders' general meeting, securities regulatory authorities and other relevant departments.~~
Article 23 An independent director shall obtain the consent of more than half of the independent directors in exercising the functions and powers under sub-paragraphs (2), (3), (4), (6) and (7) of Article 22, and shall obtain the consent of all independent directors in exercising the function and power under sub-paragraph (5) of Article 21. Where a proposal made by an independent director pursuant to Article 22 is not adopted or his/her functions and powers cannot be properly exercised, the Company shall disclose the relevant situation.	Article 23 An independent director shall obtain the consent of more than half of the independent directors in exercising the functions and powers under sub-paragraphs **(1),** (2), (3), (4)~~,~~ **and** (6) ~~and (7)~~ of Article 22, and shall obtain the consent of all independent directors in exercising the function and power under sub-paragraph (5) of Article 2~~1~~**2**. **Matters under sub-paragraphs (1) and (2) may only be submitted to the board of directors for discussion upon the approval of more than half of the independent directors.** Where a proposal made by an independent director pursuant to Article 22 is not adopted or his/her functions and powers cannot be properly exercised, the Company shall disclose the relevant situation.
Article 24 ..... The duties of independent non-executive directors on the audit committee, the nomination committee and the remuneration and appraisal committee shall be separately specified in their respective terms of reference.	Article 24 ..... The duties of independent non-executive directors on the audit committee, the nomination committee**,** ~~and~~ the remuneration and appraisal committee**, the ESG sustainable development committee, and the strategic and risk management committee** shall be separately specified in their respective terms of reference.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 25 ..... (6) the board of directors of the Company having not formulated a cash profit distribution proposal; (7) other matters stipulated by applicable laws and regulations, the Listing Rules or the Articles of Association.	Article 25 ..... ~~(6) the board of directors of the Company having not formulated a cash profit distribution proposal;~~ ~~(7)~~ **(6)** other matters stipulated by applicable laws and regulations, the Listing Rules or the Articles of Association.
CHAPTER 6 ANNUAL REPORTING SYSTEM OF INDEPENDENT DIRECTORS	(Delete the chapter in its entirety)
CHAPTER 7 WORKING CONDITIONS OF INDEPENDENT DIRECTORS	CHAPTER ~~7~~**6** ~~WORKING CONDITIONS~~**SAFEGUARDS FOR PERFORMANCE OF DUTIES** ~~OF~~**BY** INDEPENDENT DIRECTORS
CHAPTER 8 SUPPLEMENTARY PROVISIONS	CHAPTER ~~8~~**7** SUPPLEMENTARY PROVISIONS
Article 42 Matters not covered by these rules shall be handled in accordance with the provisions and requirements of relevant national laws, administrative regulations, departmental rules and normative documents, the Listing Rules, the Takeovers Code and the Articles of Association. Where these rules conflict with relevant national laws and regulations, the Company shall comply with the relevant national laws and regulations (as amended or modified from time to time).	Article ~~42~~**37** Matters not covered by these rules shall be handled in accordance with the provisions and requirements of relevant national laws, administrative regulations, departmental rules and normative documents, the Listing Rules~~, the Takeovers Code~~ and the Articles of Association. Where these rules conflict with relevant national laws and regulations, the Company shall comply with the relevant national laws and regulations (as amended or modified from time to time).
Article 44 These rules shall become effective after consideration and approval by the shareholders' general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited, replacing any previous rules.	Article ~~44~~**39** These rules shall become effective after consideration and approval by the ~~shareholders'~~ general meeting and on the date of listing of the overseas-listed foreign shares (H shares) under the Company's initial public offering on The Stock Exchange of Hong Kong Limited~~, replacing any previous rules~~.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	Amend all references to shareholders' general meeting(s) as general meeting(s)
Article 1 These rules are formulated to improve the governance of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the board of supervisors and its members, ensure the legality of the procedures and resolutions of the board of supervisors, guarantee the work efficiency and supervision effectiveness of the board of supervisors, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.	Article 1 These rules are formulated to improve the governance of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Company"), regulate the organization and conduct of the board of supervisors and its members, ensure the legality of the procedures and resolutions of the board of supervisors, guarantee the work efficiency and supervision effectiveness of the board of supervisors, and protect the legitimate rights and interests of the Company, shareholders, creditors and employees of the Company.
Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang Micro-finance Company Limited (hereinafter referred to as the "Articles of Association").	Article 2 These rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law") and other laws, administrative regulations, normative documents, as well as the Articles of Association of Zuoli Kechuang ~~Micro-finance~~ Company Limited (hereinafter referred to as the "Articles of Association").

COMPARISON TABLE BEFORE AND AFTER AMENDMENT OF THE ARTICLES OF ASSOCIATION

Note: The adjustments to the numbering and references to the numbering of articles due to provisions added into or removed from the amended Articles of Association are not separately reflected in the tables below.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	Delete references to margin notes to the Company Law, the Mandatory Provisions, the Listing Rules, etc.
	Amend all references to shareholders' general meeting(s) as general meeting(s)
Note: In the side notes to the Articles of Association, the following expressions have the following meanings:	(Delete in full)
CHAPTER 1 GENERAL PROVISIONS	CHAPTER 1 GENERAL PROVISIONS
Article 1.1 This Articles of Association (hereinafter referred to as the "Articles") was formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Special Regulations of the State Council Concerning Issuing and Listing of Shares Overseas by Joint Stock Limited Company (hereinafter referred to as "Special Regulations"), the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as "Mandatory Provisions"), Guidelines on the Articles of Association of Listed Company (hereinafter referred to as "Guidelines on Articles of Association") and other relevant regulations, for the purpose of protecting the legitimate rights and interests of the Company, shareholders and creditors, and regulating the organization and activities of the Company.	Article 1.1 This Articles of Association (hereinafter referred to as the "Articles") was formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company law") **(effective from 1 July 2024)**, the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), ~~Special Regulations of the State Council Concerning Issuing and Listing of Shares Overseas by Joint Stock Limited Company (hereinafter referred to as "Special Regulations"), the Mandatory Provisions of the Articles of Association of Companies Seeking Overseas Listing (hereinafter referred to as "Mandatory Provisions"),~~ Guidelines on the Articles of Association of Listed Company **(Revised in 2025)** (hereinafter referred to as "Guidelines on Articles of Association")**, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "Listing Rules"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as "Administrative Measures") and provisions of** other ~~relevant~~ **laws, administrative** regulations, for the purpose of protecting the legitimate rights and interests of the Company, shareholders and creditors, and regulating the organization and activities of the Company.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Zuoli Kechuang Company Limited (the "Company") is a company limited by shares with foreign investment established in accordance with the Company Law, Special Regulations, Mandatory Provisions and Guidelines on Articles of Association, Provisional Regulations of the Ministry of Foreign Trade and Economic Cooperation on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment and other relevant laws, administrative rules and regulatory documents of the People's Republic of China. The Company was promoted and established through fully transforming from its predecessor company, namely Deqing Zuoli Kechuang Micro-finance Company Limited, and was registered with, and has obtained a business license from the Administration for Industry and Commerce of Huzhou, Zhejiang Province on 28 April 2014. The Company's unified social credit code is: 91330000581657181D. The current registration authority is the Zhejiang Administration for Industry and Commerce. The promoters of the Company are: Deqing Puhua Energy Company Limited*, Huzhou Yiweier Industry Company Limited*, Zhejiang Huacai New Material Co., Ltd* (浙江華彩新材料有限公司), Zhejiang Jinyan Import & Export Company Limited*, Zhejiang Bangni Refractory Fiber Co., Ltd., Zhejiang Lanbao Construction Company Limited*, Yao Yingjian (姚應囝), Li Weizhong, Xu Zhongyi (徐仲頤), Qiu Weiguo, Zhang Jianming, Wu Huiping (吳慧萍), Zhou Jiakai (周嘉愷), Yu Chao, Shi Jing (施靚), Zheng Xianghong (鄭向宏), Wang Yonghua (王永華), Fan Haimin, Yang Haiqin (楊海琴), He Huijuan (何慧娟), Yu XiaoJun (俞曉俊), Hu Haifeng, Mo Huiming (莫惠明), Zhang Yuegen (張月根), Xu Weilong (徐偉龍), Yang Xiaomin (楊曉敏), Wang Fengxiang (王鳳香), Zheng Xuegen, Xia Jing, Shen Jie (沈潔), Yao Jiande (姚建德), Qiu Mingxia (邱鳴霞), Chen Jianming (陳健明), Hu Juanhong (胡娟紅), Chen Jianmin (陳健民), Li Shuigen (李水根), Zhang Ying (章英), Chen Weiming (陳偉明), Wang Yihong (王亦紅), Shen Yamin, Yu Yin, Shen Haiying, Jiang Nan (江南), Peng Xiaoguo (彭曉國), Xiong Kun (熊坤), Sun Jian (孫健), Ding Maoguo, Yu Cheng, Yao Songliang (姚松良), Hu Haibing (胡海兵).	Zuoli Kechuang Company Limited (the "Company") is a company limited by shares with foreign investment established in accordance with the Company Law, **the Securities Law** ~~Special Regulations, Mandatory Provisions and Guidelines on Articles of Association, Provisional Regulations of the Ministry of Foreign Trade and Economic Cooperation on Certain Issues Concerning the Establishment of Companies Limited by Shares with Foreign Investment~~ and other relevant laws, administrative rules and regulatory documents of the People's Republic of China. The Company was promoted and established through fully transforming from its predecessor company, namely Deqing Zuoli Kechuang Micro-finance Company Limited, and was registered with, and has obtained a business license from the Administration for **Market Regulation** ~~Industry and Commerce~~ of ~~Huzhou,~~ Zhejiang Province ~~on 28 April 2014~~. The Company's unified social credit code is: 91330000581657181D. ~~The current registration authority is the Zhejiang Administration for Industry and Commerce.~~ The promoters of the Company are: Deqing Puhua Energy Company Limited*, Huzhou Yiweier Industry Company Limited*, Zhejiang Huacai New Material Co., Ltd* (浙江華彩新材料有限公司), Zhejiang Jinyan Import & Export Company Limited*, Zhejiang Bangni Refractory Fiber Co., Ltd., Zhejiang Lanbao Construction Company Limited*, Yao Yingjian (姚應囝), Li Weizhong, Xu Zhongyi (徐仲頤), Qiu Weiguo, Zhang Jianming, Wu Huiping (吳慧萍), Zhou Jiakai (周嘉愷), Yu Chao, Shi Jing (施靚), Zheng Xianghong (鄭向宏), Wang Yonghua (王永華), Fan Haimin, Yang Haiqin (楊海琴), He Huijuan (何慧娟), Yu XiaoJun (俞曉俊), Hu Haifeng, Mo Huiming (莫惠明), Zhang Yuegen (張月根), Xu Weilong (徐偉龍), Yang Xiaomin (楊曉敏), Wang Fengxiang (王鳳香), Zheng Xuegen, Xia Jing, Shen Jie (沈潔), Yao Jiande (姚建德), Qiu Mingxia (邱鳴霞), Chen Jianming (陳健明), Hu Juanhong (胡娟紅), Chen Jianmin (陳健民), Li Shuigen (李水根), Zhang Ying (章英), Chen Weiming (陳偉明), Wang Yihong (王亦紅), Shen Yamin, Yu Yin, Shen Haiying, Jiang Nan (江南), Peng Xiaoguo (彭曉國), Xiong Kun (熊坤), Sun Jian (孫健), Ding Maoguo, Yu Cheng, Yao Songliang (姚松良), Hu Haibing (胡海兵).

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) Article 1.2 **The Company issued 300,000,000 overseas listed foreign shares (H shares) to overseas investors for the first time with the approval of the securities administration department of the State Council on 5 November 2014, and was listed on The Stock Exchange of Hong Kong Limited on 13 January 2015.**
Article 1.3 The registered address of the Company: at No. 399 Deqing Avenue, Wukang Road, Deqing County Postal Code: 313200 Telephone number: (86) 0572-8219779 Facsimile number: (86) 0572-8219779	Article 1.4 The registered address of the Company: at No. 399 Deqing Avenue, Wukang Road, Deqing County**, Huzhou City, Zhejiang Province** Postal Code: 313200 Telephone number: (86) 0572-8219779 ~~Facsimile number: (86) 0572-8219779~~
	(Add one article) Article 1.5 **The registered capital of the Company is RMB1,180 million.**
Article 1.4 The Company's legal representative is the Chairman of the Company.	Article 1.6 ~~The Company's legal representative is the Chairman of the Company.~~ **The director who executes the affairs of the Company on behalf of the Company is the legal representative of the Company, elected by the board of directors. The chairman of the board of directors is the director who represents the Company in conducting its affairs.** **If a director who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.** **If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.** **The legal consequences of the civil activities undertaken by the legal representative in the name of the Company shall be borne by the Company. The restrictions on the powers of the legal representative under the Articles or by the general meeting shall not be used against a bona fide counterparty. If the legal representative causes damage to others due to the performance of his/her duties, the Company shall bear civil liability. After bearing civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or the Articles.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 1.7 The Articles were adopted by a special resolution at the shareholders' general meeting and approved by the competent authorities. The Articles shall be effective on the date when the overseas listed foreign invested shares of the Company are listed on the Hong Kong Stock Exchange Limited (hereinafter the "HK Stock Exchange"). The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles. The Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.	Article 1.9 The Articles ~~were adopted~~**shall be effective on the date when it is adopted** by a special resolution at the ~~shareholders'~~ general meeting~~ and approved by the competent authorities. The Articles shall be effective on the date when the overseas listed foreign invested shares of the Company are listed on the Hong Kong Stock Exchange Limited (hereinafter the "HK Stock Exchange").~~ The original Articles of Association of the Company shall automatically expire upon the effective date of the Articles. The Articles shall become a legally binding document that regulates the organization and acts of the Company as well as the rights and obligations between the Company and its shareholders and among the shareholders from the date on which it becomes effective.
Article 1.10 Senior management officers of the Company refer to the Company's general manager, deputy general manager, financial controller, secretary of the Board, chief officer, executive officer and other persons stipulated in the Articles of Association of the Company.	Article 1.12 Senior management officers of the Company refer to the Company's general manager, deputy general manager, financial controller, secretary of the Board~~, chief officer, executive officer and other persons stipulated in the Articles of Association of the Company~~.
CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS	CHAPTER 2 PURPOSES AND SCOPE OF BUSINESS
Article 2.2 The business scope of the Company is: General Items: business incubator services; technology services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion (Except for projects subject to approval as required by laws and regulations, the Company may carryout business activities independently based on its business license in accordance with the law) The business scope as approved by the Administration of Industry & Commerce shall be final and valid. The Company can legally adjust its business scope and mode of operation and set up subsidiaries and branches in a timely manner according to the changes of the market and its own business needs subject to the approval of the relevant competent authorities.	Article 2.2 The business scope of the Company is: General Items: business incubator services; technology services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion (Except for projects subject to approval as required by laws and regulations, the Company may carryout business activities independently based on its business license in accordance with the law) The business scope as approved by the **market supervision and administration authority**~~Administration of Industry & Commerce~~ shall be final and valid. The Company can legally adjust its business scope and mode of operation and set up subsidiaries and branches in a timely manner according to the changes of the market and its own business needs subject to the approval of the relevant competent authorities.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 3 SHARES AND REGISTERED CAPITAL	CHAPTER 3 SHARES AND REGISTERED CAPITAL
Article 3.1 There must, at all times, be ordinary shares in the Company. Subject to the approval from the companies approving department authorized by the State Council, the Company may issue other classes of shares according to its requirements.	(Delete the article in its entirety)
Article 3.2 Shareholding in the Company shall be by way of shares. All shares issued by the Company shall take the form of stocks with par value, which shall be RMB1 for each share. Issuing of shares of the Company shall adopt an open, fair and just principle. Shares of the same class shall have equal rights. During the issuance of the same class of shares, each share shall have the same conditions of issuance and price. Any such share subscribed by any entity or individual shall charge the same price.	Article 3.1 Shareholding in the Company shall be by way of shares. All shares issued by the Company shall take the form of stocks with par value, which shall be RMB1 for each share. Issuing of shares of the Company shall adopt an open, fair and just principle. Shares of the same class shall have equal rights. During the issuance of the same class of shares, each share shall have the same conditions of issuance and price. Any such share subscribed by any entity or individual shall charge the same price. **For the issuance and trading of the Company's shares in paperless form, separate requirements of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed shall apply.**
Article 3.3 The Company may issue shares to investors inside the People's Republic of China and to investors outside the People's Republic of China upon approval by the securities authority of the State Council. For the purposes of the preceding paragraph, the term "investors outside the People's Republic of China" shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term "investors inside the People's Republic of China" shall refer to investors inside the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	Article 3.2 The Company may issue shares to investors inside the People's Republic of China and to investors outside the People's Republic of China ~~upon approval by the securities authority of the State Council~~**, but should report to the China Securities Regulatory Commission (hereinafter referred to as "CSRC") for approval or record**. For the purposes of the preceding paragraph, the term "investors outside the People's Republic of China" shall refer to investors from foreign countries or from Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company, and the term "investors inside the People's Republic of China" shall refer to investors inside the People's Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

<table>
<tr><th>Existing provisions</th><th>Amended provisions
Deletions shown in strikethrough, and revisions shown in bold and underlined</th></tr>
<tr><td>Article 3.4
.....
Overseas-listed foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". H Shares are shares which have been approved for listing on the HK Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on the stock exchanges within the United States in the form of American Depository Receipts.
The domestic shareholders of the Company may apply for the conversion of their shares into overseas-listed foreign shares and the listing of such shares for trading overseas, subject to the approval by securities supervisory authority of the State Council. The shares which are applied for conversion into overseas-listed foreign shares and listed for trading on an overseas stock exchange shall comply with the regulatory procedures, rules and requirements of overseas stock exchanges. No general meeting and/or class shareholder meeting of the Company is required to be held to approve the circumstances where the shares are applied for conversion into overseas-listed foreign shares and to be listed for trading on an overseas stock exchange.</td><td>Article 3.3
.....
Overseas-listed foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". H Shares are shares which have been approved for listing on the HK Stock Exchange, the par value of which is denominated in Renminbi and which are subscribed for and traded in Hong Kong dollars. H Shares may also be listed on the stock exchanges within the United States in the form of American Depository Receipts.
~~The domestic shareholders of the Company may apply for the conversion of their shares into overseas-listed foreign shares and the listing of such shares for trading overseas, subject to the approval by securities supervisory authority of the State Council. The shares which are applied for conversion into overseas-listed foreign shares and listed for trading on an overseas stock exchange shall comply with the regulatory procedures, rules and requirements of overseas stock exchanges. No general meeting and/or class shareholder meeting of the Company is required to be held to approve the circumstances where the shares are applied for conversion into overseas-listed foreign shares and to be listed for trading on an overseas stock exchange.~~</td></tr>
<tr><td>Article 3.5
On 28 April 2014, the Company was converted into a joint stock limited company issuing a sum of 880,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:
<table><tr><th>No.</th><th>Name of Promoters</th><th>Number of Shares (0'000 shares)</th><th>Contribution Method</th><th>Proportion of Total Share Capital (%)</th></tr><tr><td>1</td><td>Deqing Puhua Energy Company Limited</td><td>26,400</td><td>Net asset</td><td>30%</td></tr></table>.....</td><td>Article 3.4
On 28 April 2014, <u>the total number of shares issued at the time</u> of the Company<u>'s establishment through overall restructuring</u> was ~~converted into a joint stock limited company issuing a sum of~~ 880,000,000 ordinary shares which were subscribed for and held by the promoters of the Company. The details of the shareholding are as follows:
<table><tr><th>No.</th><th>Name of Promoters</th><th>Number of Shares (0'000 shares)</th><th>Contribution Method</th><th>Proportion of Total Share Capital (%)</th></tr><tr><td>1</td><td>Deqing Puhua Energy Company Limited</td><td>26,400</td><td>Net asset</td><td>30%</td></tr></table>.....</td></tr>
</table>

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 3.6 As approved by the securities regulatory authority of the State Council, the Company initially issued 300,000,000 overseas-listed foreign shares, with no exercise of the over-allotment options, representing approximately 25.4237% of the total number of ordinary shares of the Company after the offering. The shareholding structure of the Company shall be as follows: there are 1,180,000,000 ordinary shares, of which 880,000,000 shares are held by domestic shareholders, representing 74.5763% of the total ordinary shares of the Company in issue; and 300,000,000 shares are held by holders of overseas-listed foreign shares, representing 25.4237% of the total ordinary shares of the Company in issue.	Article 3.5 ~~As approved by the securities regulatory authority of the State Council, the Company initially issued 300,000,000 overseas-listed foreign shares, with no exercise of the over-allotment options, representing approximately 25.4237% of the total number of ordinary shares of the Company after the offering.~~ The ~~shareholding structure~~ **total issued shares** of the Company shall be as follows: there are 1,180,000,000 ordinary shares, of which 880,000,000 shares are held by domestic shareholders, representing 74.5763% of the total ordinary shares of the Company in issue; and 300,000,000 shares are held by holders of overseas-listed foreign shares, representing 25.4237% of the total ordinary shares of the Company in issue.
Article 3.7 Upon approval by the securities regulatory authority of the State Council of the proposal for issue of overseas-listed foreign shares and domestic shares, the Board of the Company may make implementation arrangements of separate issue.	(Delete the article in its entirety)
Article 3.8 Where the Company issues overseas-listed foreign shares and domestic shares respectively within the total number of shares as stated in the issuance proposal, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several issues subject to the approval of the securities regulatory authority of the State Council.	(Delete the article in its entirety)
Article 3.9 Upon completion of such issuance as aforementioned in Article 3.6, the registered capital of the Company, with no exercise of the over-allotment option, will be RMB1,180,000,000, and the status of the Company will be a company limited by shares with foreign investment.	(Delete the article in its entirety)
Article 3.11 The Company may not accept its own shares as the subject matter of a pledge.	Article 3.7 The Company may not accept its own shares as the subject matter of a pledge.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 3.12 Shares of the Company held by promoters are not transferable within 1 year commencing from the date of establishment of the Company. Shares of the Company that are already in issue prior to its public offering are not transferable within 1 year commencing from the date on which the shares of the Company are listed and traded on a stock exchange.	Article 3.8 ~~Shares of the Company held by promoters are not transferable within 1 year commencing from the date of establishment of the Company.~~ Shares of the Company that are already in issue prior to its public offering are not transferable within 1 year commencing from the date on which the shares of the Company are listed and traded on a stock exchange. .....
CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES	CHAPTER 4 REDUCTION OF CAPITAL AND REPURCHASE OF SHARES
Article 4.1 The Company may reduce its registered share capital in accordance with the provisions in the Articles.	Article 4.1 The Company may reduce its registered share capital in accordance with the provisions in the Articles. **Reduction of the registered capital of the Company shall be carried out in accordance with the Company Law and other relevant provisions and the procedures set out in the Articles.**
Article 4.2 The Company must prepare a balance sheet and an inventory statement when it reduces its registered capital.	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 4.3 The Company may, in accordance with the procedures set out in the Articles and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances: (1) cancellation of its shares for the purpose of reducing its capital; (2) merging with other companies holding the shares of the Company; (3) awarding shares to staff and workers of the Company; (4) where shareholders raise objections to resolutions passed by the shareholders' general meeting on the merger or division of the Company, and thus require it to acquire its own shares; (5) other circumstances permitted by the laws and administrative regulations. Other than the aforementioned circumstances, the Company shall not repurchase its own shares.	Article 4.2 ~~The Company may, in accordance with the procedures set out in the Articles and subject to the approval of the relevant governing authority of the PRC, repurchase its issued shares under the following circumstances:~~ **The Company shall not acquire shares of the Company, except under any of the following circumstances:** (1) ~~cancellation of its shares for the purpose of~~ reducing ~~its~~ **the registered** capital **of the Company**; (2) merging with other companies holding the shares of the Company; (3) ~~awarding shares to staff and workers of the Company;~~**using shares for employee stock ownership plans or equity incentives;** (4) where shareholders raise objections to resolutions passed by the ~~shareholders'~~ general meeting on the merger or division of the Company, and thus require it to acquire its own shares; **(5) using shares for the conversion of corporate bonds issued by the Company that are convertible into shares;** **(6) necessary for the Company to protect the value of the Company and the interests of its shareholders;** ~~(5)~~ **(7)** other circumstances permitted by the laws and administrative regulations. ~~Other than the aforementioned circumstances, the Company shall not repurchase its own shares.~~
Article 4.4 The Company may, upon the approval of the relevant PRC governing authorities, repurchase its shares in one of the following ways:	(Delete the article in its entirety)
Article 4.5 Where the Company is to repurchase shares through off-market agreement, prior approval shall be obtained from shareholders at general meeting in accordance with the Articles. With prior approval by shareholders at general meeting obtained in the same manner, the Company may rescind or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.	(Delete the article in its entirety)
Article 4.6 As regards redeemable shares, where the Company has the right to repurchase, the price of the repurchase not made through the market or by tender shall be limited to a maximum price; and if repurchase is made by tender, the tender shall be available to all shareholders on equal terms.	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 4.7 For the shares repurchased by the Company in accordance with the above regulations, they shall be cancelled within ten days from the date of acquisition (in the case of subparagraph (I) of Article 4.3); or shall be transferred or cancelled within six months (in the case of subparagraphs (2) and (4)).	(Delete the article in its entirety)
Article 4.8 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchase of its outstanding shares:	(Delete the article in its entirety)
CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS	(Delete the chapter in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	CHAPTER 6 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS
Article 7.1 A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders. Shareholders shall enjoy rights and undertake obligations in accordance with the class and the number of shares held by them. Holders of the same class of shares shall enjoy the same rights and undertake the same obligations. Each of the class shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other forms. A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exert its rights on its behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	Article 6.1 ~~A shareholder of the Company is a person who lawfully holds shares in the Company and whose name is entered in the register of shareholders.~~ **The Company shall establish a register of shareholders in accordance with the certificates provided by the securities registration and clearing institution, and the register of shareholders shall be sufficient evidence to prove shareholders' ownership of shares of the Company.** Shareholders shall enjoy rights and undertake obligations in accordance with the class and the number of shares held by them. Holders of the same class of shares shall enjoy the same rights and undertake the same obligations. Each of the class shareholders of the Company shall have equal rights in any distribution in the form of a dividend or any other forms. A shareholder of legal person shall appoint its legal representative or a proxy authorized by the legal representative to exert its rights on its behalf. The Company shall not exercise any of its rights to freeze or otherwise impair any of the rights attaching to any shares of the Company by reason that person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company. **When the Company needs to confirm the identity of a shareholder for holding a general meeting, distributing dividends, conducting liquidation and engaging in other acts, the board of directors or the convener of the general meeting shall determine a record date in accordance with the laws and administrative regulations. Shareholders registered in the register after the close of trading on the record date shall be entitled to the relevant rights.**
Article 7.2 Where no less than two persons are registered as joint holders of any shares, they should be deemed as joint owners of such shares but shall be subject to the following restrictions:	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 7.3 Holders of ordinary shares of the Company shall have the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the right to speak at the general meeting and the voting right thereat, unless individual shareholders are required by the Listing Rules to abstain from voting on specific matters; (3) the right to supervise and manage the Company's business operations, and to put forward proposals or raise inquiries; (4) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles; (5) the right to obtain relevant information in accordance with the provisions of the Articles, including: 1. a copy of the Articles upon payment of the costs thereof; 2. the right to inspect and copy, subject to payment of reasonable charge: i. all parts of the register of shareholders; ii. personal particulars of Directors, Supervisors, general manager, deputy general managers and other senior management officers of the Company, including: (A) present and former name and alias; (B) principal address (place of residence); (C) nationality; (D) full-time positions and all other part-time occupations and duties; (E) identification documents and the numbers thereof.	Article 6.2 Holders of ~~ordinary~~ shares of the Company shall have the following rights: (1) the right to receive dividends and other distributions in proportion to the number of shares held; (2) ~~the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the right to speak at the general meeting and the voting right thereat, unless individual shareholders are required by the Listing Rules to abstain from voting on specific matters;~~ **the right to request to hold, convene, preside over, participate in or appoint a proxy to participate in general meetings according to law, and to exercise the corresponding right to speak and voting rights;** (3) the right to supervise ~~and manage~~ the Company's ~~business~~ operations, and to put forward proposals or raise inquiries; (4) the right to transfer**, donate or pledge the** shares **held by it** in accordance with the laws, administrative regulations and provisions of the Articles; (5) ~~the right to obtain relevant information in accordance with the provisions of the Articles, including:~~ **the right to inspect and copy the Articles of Association, register of shareholders, minutes of general meeting, resolutions of board meetings, resolutions of meetings of the board of supervisors and financial accounting reports of the Company. Shareholders who meet the requirements may inspect the accounting books and accounting certificates of the Company;** ~~1. a copy of the Articles upon payment of the costs thereof;~~ ~~2. the right to inspect and copy, subject to payment of reasonable charge:~~ ~~i. all parts of the register of shareholders;~~ ~~ii. personal particulars of Directors, Supervisors, general manager, deputy general managers and other senior management officers of the Company, including:~~ ~~(A) present and former name and alias;~~ ~~(B) principal address (place of residence);~~ ~~(C) nationality;~~ ~~(D) full-time positions and all other part-time occupations and duties;~~ ~~(E) identification documents and the numbers thereof.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
iii. reports on the state of issued share capital of the Company; iv. the latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors; v. special resolutions of the shareholders' general meeting of the Company; vi. reports stating the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose; vii. copy of the latest annual examination report filed with the Administration for Industry and Commence or other competent authorities of the PRC; viii. minutes of shareholders' general meetings, resolutions of the meetings of board of directors and the board of supervisors; and ix. counterfoils of the debentures of the Company. (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; (7) other rights conferred by laws, administrative regulations and the Articles.	~~iii. reports on the state of issued share capital of the Company;~~ ~~iv. the latest audited financial statements of the Company, and the reports of the board of directors, auditors and board of supervisors;~~ ~~v. special resolutions of the shareholders' general meeting of the Company;~~ ~~vi. reports stating the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company for this purpose;~~ ~~vii. copy of the latest annual examination report filed with the Administration for Industry and Commence or other competent authorities of the PRC;~~ ~~viii. minutes of shareholders' general meetings, resolutions of the meetings of board of directors and the board of supervisors; and~~ ~~ix. counterfoils of the debentures of the Company.~~ (6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; **(7) for shareholders who object to the resolutions on merger and division of the Company made at the general meeting, the right to request the Company to purchase their shares;** ~~(7)~~ **(8)** other rights conferred by laws, administrative regulations and the Articles. **Shareholders requesting to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.**
Article 7.4 Holders of ordinary shares of the Company shall assume the following obligations: ..... (1) to abide by the laws, administrative regulations and the Articles; Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the Relevant Shares on subscription.	Article 6.3 Holders of ~~ordinary~~ shares of the Company shall assume the following obligations: ..... (1) to abide by the laws, administrative regulations and the Articles; ~~Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscriber of the Relevant Shares on subscription.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 7.5 In addition to obligations imposed by laws, administrative regulations or required by the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company:	(Delete the article in its entirety)
Article 7.6 For the purpose of the preceding Article, a controlling shareholder means a person who satisfies any one of the following conditions:	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 8 SHAREHOLDERS' GENERAL MEETING	CHAPTER 7 ~~SHAREHOLDERS'~~ GENERAL MEETING
Article 8.2 The shareholders' general meeting shall have the following functions and powers: (1) to decide the Company's operational guidelines and investment schemes; (2) to elect and remove directors and to determine matters relating to the directors' remunerations; (3) to elect and remove supervisors being shareholder representatives and to determine matters relating to the supervisors' remunerations; (4) to consider and approve the reports of the board of directors; (5) to consider and approve the reports of the board of supervisors; (6) to consider and approve the Company's annual financial budgets and final accounts; (7) to consider and approve the Company's profit distribution plan and plan for making up for losses; (8) to resolve the increase or reduction in the Company's registered capital; (9) to resolve merger, division, dissolution and liquidation of the Company; (10) to resolve on the issuance of debentures of the Company; (11) to resolve on the appointment, dismissal or non-reappointment of the accounting firms and its remuneration; (12) to amend the Articles; (13) to consider the motions put forward by shareholder(s) representing no less than 3% of the Company's shares with voting rights; and (14) to resolve any other matters to be resolved thereby as required by the laws, administrative regulations and the Articles.	Article 7.2 The ~~shareholders'~~ general meeting shall have the following functions and powers: (1) ~~to decide the Company's operational guidelines and investment schemes;~~ ~~(2)~~ to elect and remove directors **and supervisors** and to determine matters relating to the directors' **and supervisors'** remunerations; ~~(3) to elect and remove supervisors being shareholder representatives and to determine matters relating to the supervisors' remunerations;~~ ~~(4)~~ **(2)** to consider and approve the reports of the board of directors; ~~(5)~~ **(3)** to consider and approve the reports of the board of supervisors; ~~(6) to consider and approve the Company's annual financial budgets and final accounts;~~ ~~(7)~~ **(4)** to consider and approve the Company's profit distribution plan and plan for making up for losses; ~~(8)~~ **(5)** to resolve the increase or reduction in the Company's registered capital; ~~(9)~~ **(6)** to resolve merger, division, dissolution ~~and~~**,** liquidation **or change of corporate form** of the Company; ~~(10)~~ **(7)** to resolve on the issuance of debentures of the Company; ~~(11)~~ **(8)** to resolve on the appointment, dismissal ~~or non-reappointment~~ of the accounting firms and its remuneration; ~~(12)~~ **(9)** to amend the Articles; ~~(13) to consider the motions put forward by shareholder(s) representing no less than 3% of the Company's shares with voting rights; and~~ **(10) to consider and approve the guarantee matters stipulated in the Articles;** **(11) purchase or disposal of material assets or provision of guarantee to others by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;** ~~(14)~~ **(12)** to resolve any other matters to be resolved thereby as required by the laws, administrative regulations and the Articles. **The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.3 Unless in a crisis or under other special circumstances, the Company shall not, without the prior approval of shareholders' general meeting, enter into any contract with any party (other than the directors, supervisors, general manager, deputy general managers and other senior management officers) pursuant to which such party shall be in charge of the management of the whole or any substantial part of the Company's business.	(Delete the article in its entirety)
Article 8.4 General meetings shall either be annual general meetings or extraordinary general meetings. The shareholders' general meetings shall be convened by the board of directors. Annual general meetings are held once every accounting year and within 6 months from the close of the preceding financial year. The board of directors shall convene an extraordinary general meeting within two months of the occurrence of any one of the following circumstances: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles; (2) when the unrecovered losses of the Company amount to one-third of the total amount of its share capital; (3) where requested by any shareholder holding severally or jointly no less than 10% of the shares of the Company;	Article 7.3 General meetings shall either be annual general meetings or extraordinary general meetings. ~~The shareholders' general meetings shall be convened by the board of directors.~~ Annual general meetings are held once every accounting year and within 6 months from the close of the preceding financial year. The ~~board of directors~~ **Company** shall convene an extraordinary general meeting within ~~two~~ **2** months of the occurrence of any one of the following circumstances: (1) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number **(i.e. six)** specified in the Articles; (2) when the unrecovered losses of the Company amount to one-third of the total amount of its **paid-up** share capital; (3) where requested by any shareholder holding severally or jointly no less than 10% of the shares of the Company; .....
Article 8.5 The independent directors shall be entitled to propose the convention of an extraordinary general meeting to the board of directors. With regard to the proposal by the independent directors on convention of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, make feedback in written form concerning approval or disapproval of the convention within 10 days after its receipt of the request.	Article 7.4 **The board of directors shall convene a general meeting on time and within the prescribed period.** **With the approval of a majority of all independent directors,** ~~T~~the independent directors shall be entitled to propose the convention of an extraordinary general meeting to the board of directors. With regard to the proposal by the independent directors on convention of an extraordinary general meeting, the board of directors shall, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, make feedback in written form concerning approval or disapproval of the convention within 10 days after its receipt of the request. .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.7 ..... Where the board of supervisors approves the convention of extraordinary general meeting, it shall, within 5 days after its receipt of the proposal, issue a notice of the shareholders' general meeting. Any alteration to the original proposal made in the notice shall obtain the approval from the relevant shareholder(s). Where the board of supervisors fails to issue the notice of shareholders' general meeting within the required time limit, it shall be deemed to fail to convene and chair the shareholders' general meeting, such shareholder(s) singly or jointly holding no less than 10% of the shares of the Company for no less than 90 consecutive days shall have the right to convene and chair the meeting.	Article 7.6 ..... Where the board of supervisors approves the convention of extraordinary general meeting, it shall, within 5 days after its receipt of the ~~proposal~~**request**, issue a notice of the ~~shareholders'~~ general meeting. Any alteration to the original ~~proposal~~**request** made in the notice shall obtain the approval from the relevant shareholder(s). Where the board of supervisors fails to issue the notice of ~~shareholders'~~ general meeting within the required time limit, it shall be deemed to fail to convene and chair the ~~shareholders'~~ general meeting, such shareholder(s) singly or jointly holding no less than 10% of the shares of the Company for no less than 90 consecutive days shall have the right to convene and chair the meeting.
Article 8.8 For convening an annual general meeting, the Company shall notify each shareholder in the way of public announcement at least 21 days prior to the date of the meeting. For convening an extraordinary general meeting, the Company shall notify each shareholder in the way of public announcement at least 14 days prior to the date of the meeting.	Article 7.7 For convening an annual general meeting, the Company shall notify each shareholder in the way of public announcement **in writing** at least 21 days prior to the date of the meeting. For convening an extraordinary general meeting, the Company shall notify each shareholder in the way of public announcement **in writing** at least ~~14~~**15** days prior to the date of the meeting.
Article 8.9 When the Company convenes an annual general meeting, shareholders holding no less than 3% of the Company's shares with voting rights have the right to put forward new proposal(s) in writing to the Company, and the Company shall include such proposal(s) into the agenda for such general meeting if they are matters falls within the functions and powers of general meeting.	(Delete the article in its entirety)
Article 8.10 An extraordinary general meeting shall not transact matters not stated in the notice of meeting.	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.11 Notice of a general meeting shall: (1) be in writing; (2) specify the place, date and time of the meeting; (3) set out the matters to be considered at the meeting; (4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other ways, the terms of the proposed transaction must be provided in detail together with a copy of the proposed contract (if any), and the cause and effect of such proposal shall be properly described; (5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager, deputy general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager, deputy general manager and other senior management officer in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class; (6) set out the full text of any special resolution proposed to be passed at the meeting; (7) contain an express statement that a shareholder entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be a shareholder; (8) specify the time and place for lodging proxy forms for the relevant meeting; (9) set out the record date for shareholders who are entitled to attend the shareholders' general meeting; (10) specify the name and telephone number of the contact person fixed for routine activities.	Article 7.8 Notice of a general meeting shall **include the following**: ~~(1) be in writing;~~ ~~(2)~~ **(1)** specify the place, date and time of the meeting; ~~(3)~~ **(2)** ~~set out~~ the matters ~~and resolutions~~ to be considered at the meeting; ~~(4) provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered. This principle includes (but is not limited to), where a proposal is made to amalgamate the Company with another, to repurchase shares, to reorganize the share capital, or to restructure the Company in any other ways, the terms of the proposed transaction must be provided in detail together with a copy of the proposed contract (if any), and the cause and effect of such proposal shall be properly described;~~ ~~(5) disclose the nature and extent of the material conflict of interest, if any, of any director, supervisor, general manager, deputy general manager and other senior management officer in the matters to be considered; and provide an explanation of the differences, if any, between the way in which the matter to be considered would affect such director, supervisor, general manager, deputy general manager and other senior management officer in his/her capacity as a shareholder and the way in which such matter would affect other shareholders of the same class;~~ ~~(6) set out the full text of any special resolution proposed to be passed at the meeting;~~ ~~(7)~~ **(3)** contain an express statement that a shareholder entitled to attend and vote shall have the right to appoint one or more proxies to attend and vote on his behalf and that such proxy need not be ~~a~~ **the Company's** shareholder; ~~(8) specify the time and place for lodging proxy forms for the relevant meeting;~~ ~~(9)~~ **(4)** ~~set out~~ the record date for shareholders who are entitled to attend the ~~shareholders'~~ general meeting; ~~(10)~~ **(5)** ~~specify~~ the name and telephone number of the contact person fixed for routine activities~~.~~**;** **(6) the time and procedures for attending meetings through the Internet or other virtual means and the voting methods for electronic voting.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.12 Unless otherwise provided by the relevant laws, regulations and Listing Rules and the Articles, notice of a general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by personal delivery or prepaid mail to the addresses of the shareholders as shown in the register of shareholders. For holders of domestic shares, notice of a general meeting can be given by way of public announcement. For holders of overseas listed foreign invested shares, notice of a general meeting can be served by ways prescribed in the relevant rules of the overseas place where the shares are listed.	(Delete the article in its entirety)
Article 8.13 The accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting and the resolutions passed at the meeting.	(Delete the article in its entirety)
Article 8.16 The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting. ..... If the shareholder in question is a recognized clearing house defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any shareholders' general meeting or any class meeting. However, if more than one proxy is appointed, the instruments of proxy signed and authorized by the recognized clearing house shall specify the number and class of shares that each proxy represents. Such duly authorized persons may represent the recognized clearing house (or its proxy) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers of speaking and voting as if he/she is an individual shareholder of the Company.	Article 7.11 ~~The proxy form shall be deposited at the address of the Company or any other place specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting.~~ Where the proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, together with the proxy form, shall be lodged at the address of the Company or such other place as specified in the notice of the meeting. ..... If the shareholder in question is a recognized clearing house defined from time to time in the relevant clauses of Hong Kong laws or the proxy of the clearing house, it may appoint one or more person(s) as it thinks fit to act as its representative(s) at any ~~shareholders'~~ general meeting **or creditors' meeting** or any class meeting. However, if more than one proxy is appointed, the instruments of proxy signed and authorized by the recognized clearing house shall specify the number and class of shares that each proxy represents. Such duly authorized persons may represent the recognized clearing house (or its proxy) to attend the meeting (without showing share certificates, notarized authorization and/or further evidence of duly authorization) exercise the same powers of speaking and voting as if he/she is an individual shareholder of the Company.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.17 Any form issued to a shareholder by the board of directors of the Company for appointing a proxy of shareholder shall allow the shareholder to freely instruct the proxy to cast vote in favor of or against each resolution and to give instructions for each matter to be voted at the meeting. Such a form shall contain a statement that the proxy may vote as he thinks fit in the absence of shareholder's instructions.	(Delete the article in its entirety)
Article 8.18 Notwithstanding the death or incapacity of the principal, the revocation of the appointment or the power of attorney by which the instrument of appointment is signed, or the transfer of Relevant Shares prior to voting, a vote by the proxy based on the power of attorney shall remain valid, as long as no written notice in respect of the aforesaid events has been received by the Company prior to the commencement of the relevant meeting.	(Delete the article in its entirety)
Article 8.19 Resolutions of general meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, no less than one-half of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution. To adopt a special resolution, no less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.	Article 7.12 Resolutions of general meetings are classified as ordinary resolutions and special resolutions. To adopt an ordinary resolution, ~~no less than one-half~~ **more than half** of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution. To adopt a special resolution, no less than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.21 A resolution shall be voted by a show of hands unless a poll is demanded before or after a vote is carried out by a show of hands by the following persons: (1) by the chairman of the meeting; (2) by at least two shareholders entitled to vote in person or proxies with voting rights; (3) by one or more shareholders (including proxies) individually or jointly holding no less than 10% of shares carrying voting rights at such meeting. Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution. The demand for a poll may be withdrawn by the person who demands the same.	Article 7.14 **Voting at the general meeting shall be conducted in the form of poll with names recorded:** **Before voting on a proposal, the general meeting shall recommend two shareholder representatives to participate in counting and scrutinizing balloting. Where the shareholders are related to the proposal to be resolved, the relevant shareholders and proxies shall not participate in counting and scrutinizing balloting.** **While taking a vote on the proposal at the general meeting, the lawyers, shareholder representatives and other qualified persons appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed shall be jointly responsible for counting and scrutinizing balloting and shall, on the spot, announce the voting results which shall be recorded in the minutes of the meeting.** **The shareholders of the Company or its proxies voting via the internet or other means shall have right to check its voting result through relevant voting system.** **The on-site general meeting shall not conclude before the end of voting conducted online or by other means. The meeting chairman shall announce the voting status and results for each proposal and declare whether the proposal is approved based on the voting results.** **Prior to the official announcement of the voting results, the Company, vote tellers, vote scrutineers, shareholders, online service providers and other relevant parties involved in voting on-site, online and by any other methods at the general meeting shall be obliged to keep the voting information confidential.** ~~A resolution shall be voted by a show of hands unless a poll is demanded before or after a vote is carried out by a show of hands by the following persons:~~ ~~(1) by the chairman of the meeting;~~ ~~(2) by at least two shareholders entitled to vote in person or proxies with voting rights;~~ ~~(3) by one or more shareholders (including proxies) individually or jointly holding no less than 10% of shares carrying voting rights at such meeting.~~ ~~Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact that such resolution has been passed. There is no need to provide evidence of the number or proportion of votes in favor of or against such resolution.~~ ~~The demand for a poll may be withdrawn by the person who demands the same.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.22 Where the matter demanded to be voted by poll is the election of the chairman or the adjournment of the meeting, a poll shall be held immediately. Poll demanded for any other matters shall be taken at a time decided by the chairman, and the meeting may proceed with the discussion of other matters. The poll result shall still be regarded as a resolution passed at the meeting.	(Delete the article in its entirety)
Article 8.24 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall have a casting vote.	(Delete the article in its entirety)
Article 8.25 The following matters shall be resolved by ordinary resolutions at a general meetings: (1) work reports of the board of directors and the board of supervisors; (2) plans formulated by the board of directors for distribution of profits and for making up losses; (3) removal of members of the board of directors and the board of supervisors, and their remuneration and manner of payment thereof; (4) the Company's annual financial budget, and final accounts, balance sheets, income statements and other financial statements; (5) matters other than those required by the laws, administrative regulations, or the Articles of Association to be approved by special resolution.	Article 7.16 The following matters shall be resolved by ordinary resolutions at a general meetings: (1) work reports of the board of directors and the board of supervisors; (2) plans formulated by the board of directors for distribution of profits and for making up losses; (3) **appointment and** removal of ~~members of the board of~~ directors and ~~the board of~~ supervisors, and their remuneration and manner of payment thereof; ~~(4) the Company's annual financial budget, and final accounts, balance sheets, income statements and other financial statements;~~ (~~5~~**4**) matters other than those required by the laws, administrative regulations, or the Articles of Association to be approved by special resolution.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.26 The following matters shall be resolved by special resolutions at a general meetings: (1) increase or reduction of the Company's share capital and issue of shares of any class, warrants and other similar securities; (2) issuance of debentures of the Company; (3) division, merger, dissolution and liquidation or change of corporate form of the Company; (4) amendments to the Articles; (5) any other matter approved by an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.	Article 7.17 The following matters shall be resolved by special resolutions at a general meeting~~s~~: (1) ~~increase or reduction of the Company's share capital and issue of shares of any class, warrants and other similar securities;~~ **increase or reduction of the Company's registered capital;** (2) ~~issuance of debentures of the Company;~~ **purchase or disposal of material assets or provision of guarantee to others by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;** (3) division, merger, dissolution and liquidation or change of corporate form of the Company; (4) amendments to the Articles; (5) **share incentive scheme;** **(6)** any other matter **required by laws, administrative regulations or the Articles and** approved by an ordinary resolution at a general meeting that may have material impact on the Company and is required to be approved by a special resolution.
Article 8.27 The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings or class meetings: (1) two or more than two shareholders in aggregate holding no less than 10% of shares with voting right at such proposed meeting may request the board of directors to convene an extraordinary general meeting or a class meeting by signing and submitting one or several written requests in the same form and contents and specifying the agenda of the meeting. An extraordinary general meeting or a class meeting shall be convened by the board of directors as soon as practicable upon receipt of the aforesaid written request(s). The aforesaid amount of shareholding shall be calculated as at the date on which the relevant shareholders submit the written request(s). (2) The aforesaid meeting shall be convened in accordance with the procedures provided by Article 8.7 of the Articles.	Article 7.18 The following procedures shall be followed by shareholders requesting for convening of extraordinary general meetings or class meetings: (1) two or more than two shareholders in aggregate holding ~~no less~~ **more** than 10% of shares with voting right at such proposed meeting may request the board of directors to convene an extraordinary general meeting or a class meeting by signing and submitting one or several written requests in the same form and contents and specifying the agenda of the meeting. An extraordinary general meeting or a class meeting shall be convened by the board of directors as soon as practicable upon receipt of the aforesaid written request(s). The aforesaid amount of shareholding shall be calculated as at the date on which the relevant shareholders submit the written request(s). (2) The aforesaid meeting shall be convened in accordance with the procedures provided by Article 7.6 of the Articles. .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 8.28 The general meeting shall be convened and chaired by the chairman. If the chairman is unable to attend the meeting for any reason, the board of directors may designate a director of the Company to convene and chair the meeting on his/her behalf. Where no chairman of the meeting is designated, shareholders attending the meeting may elect one person to chair the meeting. If, for any reason, the shareholders are unable to elect a chairman, the meeting shall be chaired by the shareholder present (or the proxy) with the largest number of shares with voting right.	Article 7.19 The general meeting shall be convened **by the Board** and ~~chaired~~ **presided over** by the chairman. ~~If the chairman is unable to attend the meeting for any reason, the board of directors may designate a director of the Company to convene and chair the meeting on his/her behalf. Where no chairman of the meeting is designated, shareholders attending the meeting may elect one person to chair the meeting. If, for any reason, the shareholders are unable to elect a chairman, the meeting shall be chaired by the shareholder present (or the proxy) with the largest number of shares with voting right.~~ **If the chairman is unable or fails to perform his duties, the vice chairman jointly elected by more than half of the directors shall preside; if the vice chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall preside.**
Article 8.29 The chairman of the meeting shall be responsible for deciding whether a resolution of the general meeting has been passed. The decision thereof shall be final, and be announced at the meeting and recorded in the minutes of the meeting.	(Delete the article in its entirety)
Article 8.30 If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the general meeting, he may have the votes counted. If the chairman of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, the chairman of the meeting shall have the votes counted immediately.	Article 7.20 If the ~~chairman~~ **presider** of the meeting has any doubt as to the result of a resolution put to vote at the general meeting, he may have the votes counted. If the ~~chairman~~ **presider** of the meeting fails to have the votes counted, any attending shareholder or proxy who objects to the result announced by the ~~chairman~~ **presider** of the meeting may demand that the votes be counted immediately after the declaration of the result, the ~~chairman~~ **presider** of the meeting shall have the votes counted immediately.
Article 8.32 Copies of the minutes of the meeting shall, during business hours of the Company, be open for inspection by any shareholder free of charge. If a shareholder demands from the Company a copy of such minutes, the Company shall send a copy to him within 7 days upon the receipt of reasonable payment.	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) Article 7.22 **Directors of the Company may in their absolute discretion, hold a general meeting at two or more places in any part of the world, or as an electronic meeting (i.e. a meeting held entirely through virtual attendance and participation via any technological or electronic means) or a hybrid meeting (i.e. a meeting combining in-person attendance at a physical venue with electronic participation) by using any technology or electronic facilities (including but not limited to website addresses, webinars, online live streams, videos, or any other forms of teleconferencing systems) that enables the shareholders of the Company who are not together at the same place to simultaneously attend, participate, listen, speak, submit realtime questions and vote at the meeting.**
	(Add one article) Article7.23 **The Board and, at any general meeting, the presider of the meeting may, from time to time make arrangements for managing attendance and/or participation and/or voting at any meeting location and participation and/or voting in a meeting by means of any technology or electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not permitted to attend, in person or by proxy, at any meeting location shall be entitled so to attend at one of the other meeting locations (where applicable) or by any technology or electronic facilities; and the entitlement or any shareholder so to attend the meeting or adjourned meeting or rearranged meeting at such meeting location or meeting location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or rearranged meeting stated to apply to the meeting.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) Article 7.24 **If shareholders present at the meeting location(s) attend a general meeting by using any technology or electronic facilities and/or if shareholders participate in a hybrid meeting or an electronic meeting by using any technology, a failure (for whatsoever reason) of technology or electronic facilities, communication equipment or electronic facilities, or any other failure in the arrangements for enabling those shareholders at any meeting location, to participate in the matters for which the general meeting has been convened, the inability for one or more shareholders or proxies to access, or continue to access the technology, communication equipment or electronic facilities, shall not affect the validity of the meeting or the resolutions passed, or any matter conducted at the general meeting or any action taken pursuant to such matter, for so long there is a quorum present throughout the general meeting. All persons seeking to attend and participate in a hybrid meeting or an electronic meeting shall be responsible for maintaining adequate technology, communication equipment and electronic facilities to enable them to do so. Any inability of a person or persons to attend or participate in a general meeting by way of technology, communication equipment or electronic facilities shall not affect the validity of the meeting or the resolutions passed, or any matter conducted or any action taken at that general meeting.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 9: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS	CHAPTER 8: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS
Article 9.4 Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article 9.3, but interested shareholder(s) shall not be entitled to vote at class meetings. The meaning of "interested shareholder(s)" as mentioned in the preceding paragraph is: (I) where the Company makes a repurchase offer to all shareholders in proportion to their shareholdings or repurchases its shares through public trading on a stock exchange in accordance with Article 4.4 of the Articles, "interested shareholders" shall refer to the controlling shareholders within the meaning of Article 7.6 of the Articles; (II) where the Company repurchases its shares by an off-market agreement without involving a stock exchange in accordance with the provisions in Article 4.4 of the Articles, "interested shareholders" shall refer to shareholders involved in the agreement; or (III) in the restructuring plan of the Company, "interested shareholders" shall refer to shareholders who assumes the lower proportion of obligations than the obligations imposed on other shareholders of the same class or shareholders whose interests are different from those of other shareholders of the same class.	Article 8.4 Shareholders of the affected class, whether or not otherwise entitled to vote at general meetings, shall nevertheless be entitled to vote at class meetings in respect of matters concerning sub-paragraphs (II) to (VIII), (XI) and (XII) of Article ~~9.3~~**8.3**, but interested shareholder(s) shall not be entitled to vote at class meetings. The ~~meaning of~~ "interested shareholder(s)" as mentioned in the preceding paragraph ~~is:~~ ~~(I) where the Company makes a repurchase offer to all shareholders in proportion to their shareholdings or repurchases its shares through public trading on a stock exchange in accordance with Article 4.4 of the Articles, "interested shareholders" shall refer to the controlling shareholders within the meaning of Article 7.6 of the Articles;~~ ~~(II) where the Company repurchases its shares by an off-market agreement without involving a stock exchange in accordance with the provisions in Article 4.4 of the Articles, "interested shareholders" shall refer to shareholders involved in the agreement; or~~ ~~(III) in the restructuring plan of the Company, "interested shareholders"~~ shall refer to shareholders who assumes the lower proportion of obligations than the obligations imposed on other shareholders of the same class or shareholders whose interests are different from those of other shareholders of the same class.
Article 9.5 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing no less than two-thirds of the voting rights according to Article 9.4.	Article 8.5 Resolutions of a class meeting shall be passed by shareholders present at the meeting representing no less than two-thirds of the voting rights according to Article ~~9~~**8**.4.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 9.6 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class at least 21 days before the annual general meeting and at least 14 days before the extraordinary general meeting, specifying the matters proposed to be considered and the date and place of the meeting. Where the number of shares carrying voting rights to vote at the meeting held by the shareholders intending to attend the meeting reaches no less than half of the total number of shares of such class carrying voting rights to vote at the meeting, the Company may hold the class meeting based thereon. If it does not reach that percentage, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered and the place and date of the meeting before it proceeds to hold the class meeting.	Article 8.6 In the event that the Company convenes a class meeting, a written notice shall be issued to shareholders whose names appear on the register of shareholders of such class at least 21 days before the annual general meeting and at least 14 days before the extraordinary general meeting, specifying the matters proposed to be considered and the date and place of the meeting. Where the number of shares carrying voting rights to vote at the meeting held by the shareholders intending to attend the meeting reaches ~~no less than half~~ **more than one half** of the total number of shares of such class carrying voting rights to vote at the meeting, the Company may hold the class meeting based thereon. If it does not reach that percentage, the Company shall within 5 days notify the shareholders again, by way of public announcement, of the matters to be considered and the place and date of the meeting before it proceeds to hold the class meeting.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 10 BOARD OF DIRECTORS	CHAPTER 9 BOARD OF DIRECTORS
	(Add one article) Article 9.2 **Directors of the Company must be natural persons, and a person may not serve as a director, if any of the following circumstances apply:** **(I) where the person has no or limited capacity for civil conduct;** **(II) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or other crimes which disrupt the social economic order, where less than 5 years have elapsed since the sentence was served, or who has been deprived of his political rights due to a criminal offense and not more than 5 years have elapsed since the sentence was served;** **(III) a person who is a former director, factory manager or manager of a company or enterprise which has been insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where no more than 3 years have elapsed since the date of completion of the liquidation of the company or enterprise;** **(IV) a person who is a former legal representative of a company or enterprise the business licence of which was revoked and ordered to close down due to violation of law and who is personally liable for such revocation, where no more than 3 years have elapsed since the date of the revocation of the business licence;** **(V) a person who has a relatively large amount of debts which have become overdue;** **(VI) a person who is subject to the securities market access prohibition measures imposed by the CSRC for a period which has not yet expired;** **(VII) other circumstances specified by the laws, administrative regulations or departmental rules.** **Where any director is elected or appointed in violation of this Article, such election or appointment shall be void. Where any director encounters any of the circumstances specified in this Article during his/her term of office, the Company may remove him/her from office.**
	(Add one article) Article 9.3 **Independent directors must maintain their independence, and the nomination of independent directors shall comply with the requirements of national laws, regulations and the Listing Rules.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10.2 Directors shall be elected at the shareholders' general meeting to hold office for a term of three years. Upon the expiry of the term of office, a director shall be eligible to be re-elected and reappointed. The chairman and the vice chairman shall be elected and removed by more than one half of all directors. The term of office of the chairman and the vice chairman is three years, renewable upon re-election. Written notice specifying the intention to nominate candidates to be directors and the acceptance of nomination by the candidates concerned shall be given to the Company after the notice of the shareholders' general meeting in relation to the election of such director is dispatched and no later than seven days prior to convening of the meeting. Such notice period shall not be less than seven days. Subject to the requirements of relevant laws and administrative regulations, the shareholders' general meeting may by an ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation in accordance with any contractual agreements). A director is not required to hold shares of the Company.	Article 9.4 Directors shall be elected at the ~~shareholders'~~ general meeting to hold office for a term of three years **for each session of the board of directors**. Upon the expiry of the term of office, a director shall be eligible to be re-elected and reappointed. The chairman and the vice chairman shall be elected and removed by more than one half of all directors. The term of office of the chairman and the vice chairman **for each session of the board of directors** is three years, renewable upon re-election **upon the expiry of the term of office**. ~~Written notice specifying the intention to nominate candidates to be directors and the acceptance of nomination by the candidates concerned shall be given to the Company after the notice of the shareholders' general meeting in relation to the election of such director is dispatched and no later than seven days prior to convening of the meeting. Such notice period shall not be less than seven days.~~ Subject to the requirements of relevant laws and administrative regulations, the ~~shareholders'~~ general meeting may by an ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director's rights to claim compensation in accordance with any contractual agreements). ~~A director is not required to hold shares of the Company.~~
Article 10.3 The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles. In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed shall have a term of office until the first annual general meeting after his/her election becomes effective, and shall be eligible for re-election at the meeting.	Article 9.5 The term of office of each director shall commence as of his assumption of office until the expiration of the term of office of the current board of directors. Where the directors fail to be promptly re-elected upon the expiration of their term of office, then before the newly elected directors assume office, the original directors shall retain their directorship in accordance with the laws, administrative rules, departmental regulations, and provisions of the Articles. **General manager and other senior officers may hold a concurrent post as a director. However, the total number of directors who are serving concurrently as general manager or other senior officers and directors from employees' representatives cannot exceed half of the total number of the Company's directors.** In the event that any person is elected as a director to fill a casual vacancy of, or as an additional director to, the board of directors, such newly elected director or any person so appointed shall have a term of office until the first annual general meeting after his/her election becomes effective, and shall be eligible for re-election at the meeting.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10.7 The board of directors shall report to the shareholders' general meeting and exercise the following functions and powers: (I) to convene the shareholders' general meetings and report its work to the shareholders' general meeting; ..... (VII) to formulate proposals for major acquisition, acquisition of the shares of the Company, or merger, division, dissolution and change of corporate form of the Company; (VIII) to decide on the establishment of the Company's internal management structure; (IX) to appoint or dismiss the Company's general manager or secretary to the board of directors; pursuant to the general manager's nominations to appoint or dismiss senior management officers such as the deputy general managers and financial controller of the Company and determine their remuneration; ..... Except for the matters specified in sub-paragraphs (VI), (VII) and (XI) which shall be passed by no less than two-thirds of the directors, the board's resolutions in respect of any other aforesaid matters may be passed by more than half of the directors. Resolutions in respect of connected transactions of the Company made by the board of directors shall not come into force unless they are signed by independent (non-executive) directors.	Article 9.9 The board of directors shall ~~report to the shareholders' general meeting and~~ exercise the following functions and powers: (I) to convene the ~~shareholders'~~ general meetings and report its work to the ~~shareholders'~~ general meeting; ..... (VII) to formulate proposals for major acquisition, acquisition of the shares of the Company, or merger, division, dissolution and change of corporate form of the Company; (VIII) to decide on the establishment of the Company's internal management structure; (IX) **to decide** to appoint or dismiss the Company's general manager or secretary to the board of directors; pursuant to the general manager's nominations**, to decide** to appoint or dismiss senior management officers such as the deputy general managers and financial controller of the Company and determine their remuneration; ..... Except for the matters specified in sub-paragraphs (VI), (VII) and (XI) which shall be passed by no less than two-thirds of the directors, the board's resolutions in respect of any other aforesaid matters ~~may~~**shall** be passed by more than half of the directors. Resolutions in respect of connected transactions of the Company made by the board of directors shall not come into force unless they are signed by independent ~~(non-executive)~~ directors.
Article 10.8 In the disposal of fixed assets, where the expected value of the fixed assets to be disposed of combined with the value derived from the fixed assets already disposed of in the period of four months immediately preceding the disposal proposal exceed 33% of the value of the Company's fixed assets as shown in the latest balance sheet that has been deliberated considered at the most recent general meeting, the board of directors may not, without the prior approval of the general meeting, dispose of or agree to the disposal of such fixed assets. For the purposes of this Article, disposal of fixed assets shall include the acts of transferring certain assets-related rights and interests, but excluding the acts of using fixed assets for provision of security. The validity of the transactions whereby the Company disposes of its fixed assets shall not be affected by a breach of Paragraph 1 of this Article.	Article 9.10 ~~In the disposal of fixed assets, where the expected value of the fixed assets to be disposed of combined with the value derived from the fixed assets already disposed of in the period of four months immediately preceding the disposal proposal exceed 33% of the value of the Company's fixed assets as shown in the latest balance sheet that has been deliberated considered at the most recent general meeting, the board of directors may not, without the prior approval of the general meeting, dispose of or agree to the disposal of such fixed assets.~~ **The board of directors shall lay down strict procedures to inspect and decide on the approval limit for foreign investment, purchase or sale of assets, pledge of assets, provision of external guarantees, entrusted assets management and connected transactions.** ~~For the purposes of this Article, disposal of fixed assets shall include the acts of transferring certain assets-related rights and interests, but excluding the acts of using fixed assets for provision of security.~~ ~~The validity of the transactions whereby the Company disposes of its fixed assets shall not be affected by a breach of Paragraph 1 of this Article.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10.9 The chairman of the board of directors is entitled to exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over the board meetings; (II) to supervise and inspect the implementation of the resolutions of the board of directors; (III) to sign the securities issued by the Company; (IV) to exercise any other powers conferred by the board of directors. If the chairman is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman is unable or fails to perform his duties, a director jointly elected by no less than half of the directors shall perform such duties.	Article 9.11 The chairman of the board of directors is entitled to exercise the following functions and powers: (I) to preside over general meetings and to convene and preside over the board meetings; (II) to supervise and inspect the implementation of the resolutions of the board of directors; ~~(III) to sign the securities issued by the Company;~~ ~~(IV)~~ **(III)** to exercise any other powers conferred by the board of directors. **The vice chairman of the Company shall assist the chairman in work.** If the chairman is unable or fails to perform his duties, ~~the vice chairman shall perform such duties~~ **a vice chairman jointly elected by more than half of the directors shall perform such duties**; if the vice chairman is unable or fails to perform his duties, a director jointly elected by ~~no less~~ **more** than half of the directors shall perform such duties.
Article 10.10 Regular meetings of the board of directors shall be held at least four times every year and convened by the chairman of the board of directors. Notice of the meetings shall be served on all directors and supervisors at least fourteen days before the date of the regular meeting. Directors' approval shall not be obtained by way of circulation of a written resolution in lieu of a regular board meeting. In the event of urgent matters, shareholders representing no less than one-tenth of the voting rights, no less than one-third of the directors or the board of supervisors may propose to convene an extraordinary board meeting. Chairman of the board of directors shall convene and preside over the board meeting within ten days following the receipt of the proposal.	Article 9.12 Regular meetings of the board of directors shall be held at least four times every year and convened by the chairman of the board of directors. Notice of the meetings shall be served on all directors and supervisors at least ~~fourteen~~**14** days before the date of the regular meeting. Directors' approval shall not be obtained by way of circulation of a written resolution in lieu of a regular board meeting. In the event of urgent matters, shareholders representing no less than one-tenth of the voting rights, no less than one-third of the directors or the board of supervisors may propose to convene an extraordinary board meeting. Chairman of the board of directors shall convene and preside over the board meeting within ~~ten~~**10** days following the receipt of the proposal.
Article 10.11 ..... The time and venue of a board meeting can be provided by the board of directors in advance and recorded in the minutes. If such notice of the meeting has been provided to all the directors ten days prior to the date of the next board meeting, there is no need to dispatch separate notice for the convening of meeting to the directors. The agenda of a regular board meeting and related documents of the meeting shall altogether be dispatched to all directors in time and be dispatched at least three days prior to the proposed date of the board meeting or meeting of the committee under the board proposed to be held (or within other agreed time).	Article 9.13 ..... The time and venue of a board meeting can be provided by the board of directors in advance and recorded in the minutes. If such notice of the meeting has been provided to all the directors ~~ten~~**10** days prior to the date of the next board meeting, there is no need to dispatch separate notice for the convening of meeting to the directors. The agenda of a regular board meeting and related documents of the meeting shall altogether be dispatched to all directors in time and be dispatched at least ~~three~~**3** days prior to the proposed date of the board meeting or meeting of the committee under the board proposed to be held (or within other agreed time). .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10.12 The board meeting may not be held unless more than half of the directors are present. Each director has one vote. Except as otherwise provided in the laws, regulations and the Articles, resolutions of the board of directors shall be passed by more than half of all directors. In the case of an equality of votes, the chairman shall have a casting vote.	Article 9.14 The board meeting may not be held unless more than half of the directors are present. Each director has one vote. Except as otherwise provided in the laws, regulations and the Articles, resolutions of the board of directors shall be passed by more than half of all directors. ~~In the case of an equality of votes, the chairman shall have a casting vote.~~
Article 10.15 The board of directors may adopt a written resolution in lieu of the convention of the board meeting, but the draft of such resolution shall be delivered to each director by hand, post or facsimile transmission. If the written resolution has been delivered to all directors, the number of directors signing on one or several copies of the draft in the same form and contents to indicate their consent has reached the quorum required for such decision, and these drafts have been delivered to the secretary to the board of directors by the aforesaid means, such resolution shall constitute a resolution of the board of directors without the necessity of convening the board meeting.	(Delete the article in its entirety)
Article 10.16 Except for the exceptional circumstances permitted by Note 1 of Appendix III to the Listing Rules or other rules, a director shall abstain from voting and is not entitled to vote and exercise the voting right on behalf of other directors on any resolutions of any matters of the board of directors in which he or any of his close associates (as defined by the Listing Rules of the HK Stock Exchange) has interest. Also, he shall not be counted in the quorum present at the meeting. Such board meeting shall be convened by a majority of the non-connected directors present thereat. Resolutions made at the board meetings shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the board meeting is less than 3, such matters shall be submitted to the shareholders' general meeting for approval.	(Delete the article in its entirety)

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 10.17 If a substantial shareholder (as defined in the Listing Rules) or a director has a conflict of interest in a matter to be considered by the board which the board has determined to be material, the matter shall not be dealt with by way of a written resolution or by a board committee (except a board committee set up for the particular purpose for the matter pursuant to a resolution passed in a board meeting) but a board meeting shall be held to consider the matter. Independent non-executive Directors who, and whose close associates (as defined in the Listing Rules), have no material interest in the transaction shall be present at such board meeting.	(Delete the article in its entirety)
Article 10.18 If necessary, the board of directors may establish special committees such as strategic committee, audit committee, nomination committee and remuneration and appraisal committee. Special committees shall perform their duties based on the authorization of the board of directors and be accountable to the board of directors. The rules of procedure and duties of each committee shall be formulated by the board of directors. Each committee shall formulate its annual work plan and convene meetings regularly.	Article 9.17 If necessary, the board of directors may establish special committees such as strategic **and risk management** committee, audit committee, nomination committee ~~and~~**,** remuneration and appraisal committee**, and ESG sustainable development committee**. Special committees shall perform their duties based on the authorization of the board of directors and be accountable to the board of directors. The rules of procedure and duties of each committee shall be formulated by the board of directors. ~~Each committee shall formulate its annual work plan and convene meetings regularly.~~
Article 10.19 The chairman of each special committee shall be a director of the board and each committee shall consist of no less than three members. The chairman of the audit committee shall be an independent Director. The strategic committee, nomination committee and remuneration and appraisal committee shall also consist of independent Directors.	Article 9.18 The ~~chairman~~**member** of each special committee shall be a director of the board and each committee shall consist of no less than three members. **Independent directors shall account for more than half in each of the audit committee, the nomination committee and the remuneration and appraisal committee and act as the conveners. Among them, the convener** ~~The chairman~~ of the audit committee shall be an **accounting professional among the** independent ~~D~~**d**irector**s**. ~~The strategic committee, nomination committee and remuneration and appraisal committee shall also consist of independent Directors.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) Article 9.19 **The audit committee is primarily responsible for reviewing the financial condition of the Company, assessing the financial information of the Company and making judgment on its truthfulness, completeness and accuracy; monitoring the execution of internal control mechanism and enhancing the Company's risk control capacity and level; and is responsible for coordinating, supervising and inspecting internal and external audits of the Company.**
	(Add one article) Article 9.20 **The strategic and risk management committee is primarily responsible for analyzing and evaluating the risk management status of the Company, providing recommendations on improving the risk management and internal control of the Company; analyzing and providing recommendations on long-term development strategies and major investment decision-making of the Company.**
	(Add one article) Article 9.21 **The nomination committee is primarily responsible for formulating, reviewing and submitting proposals on the candidates and selection criteria and procedures of Directors and other senior management officers of the Company, and evaluating the structure, size, and composition of the board of directors. When reviewing and evaluating the composition of the board of directors, the nomination committee should consider the diversity of board members, including but not limited to gender, age, cultural and educational background, race, professional experience, technical expertise, knowledge, and years of service, to ensure that the board of directors maintains diversity and balance in terms of talent, technical expertise, experience, and background.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
	(Add one article) Article 9.22 **The remuneration and appraisal committee is primarily responsible for formulating the appraisal standards for directors, supervisors and senior management officers of the Company and conducting appraisal; and is responsible for formulating and reviewing the remuneration policies and proposals of directors, supervisors and senior management officers of the Company.**
	(Add one article) Article 9.23 **The ESG sustainability committee is primarily responsible for assisting the board of directors in overseeing the formulation and implementation of the Company's sustainable development strategies, so as to address issues relating to Environmental, Social and Governance ("ESG").**
CHAPTER 11 SECRETARY TO THE BOARD OF DIRECTORS	(Delete the chapter in its entirety)
CHAPTER 12 GENERAL MANAGER AND DEPUTY GENERAL MANAGERS OF THE COMPANY	CHAPTER 10 GENERAL MANAGER AND ~~DEPUTY GENERAL MANAGERS~~**OTHER SENIOR MANAGEMENT OFFICERS** OF THE COMPANY
Article 12.1 The Company shall have one general manager and certain number of deputy general managers, who shall be appointed or dismissed by the board of directors. The deputy general managers shall assist the general manager in his work.	Article 10.1 The Company shall have ~~one~~**1** general manager~~ and certain number of~~**, 1 to 4** deputy general manager(s)**, 1 financial controller and 1 secretary to the board of directors,** who shall be appointed or dismissed by the board of directors. The deputy general managers **and the financial controller** shall assist the general manager in his work.
Article 12.3 The Company's general manager shall attend board meetings in a non-voting capacity; non-director managers shall not have the right to vote at board meetings.	Article 10.3 The Company's general manager shall attend board meetings ~~in a non-voting capacity~~; non-director **general** manager~~s~~ shall not have the right to vote at board meetings.
	(Add one article) Article 10.5 **The Company shall have a secretary to the board of directors, who shall be a senior management officer of the Company and is responsible for matters such as the preparation of general meetings and board meetings of the Company, keeping of documents and management of shareholders' information of the Company and handling information disclosure matters.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 13 THE BOARD OF SUPERVISORS	CHAPTER 11 THE BOARD OF SUPERVISORS
Article 13.2 The board of supervisors comprises 3 members, one of whom shall act as the chairman of the board of supervisors. The appointment and dismissal of the chairman of the board of supervisors shall be subject to the approval of no less than two-thirds of its members by voting. The term of office of supervisors shall be three years, renewable upon re-election and re-appointment.	Article 11.2 The board of supervisors comprises 3 members, one of whom shall act as the chairman of the board of supervisors. The appointment and dismissal of the chairman of the board of supervisors shall be subject to the approval of ~~no less than two-thirds~~**more than half** of its members by voting. The term of office of supervisors **for each session of the board of supervisors** shall be three years, renewable upon re-election and re-appointment **upon the expiry of the term of office**.
	(Add one article) Article 11.3 **The circumstances set forth in Article 9.2 hereof whereby a person is prohibited from acting as a director shall also apply to supervisors.**
Article 13.3 Members of the board of supervisors shall comprise 2 shareholder representatives and 1 staff representative. Representatives of shareholders shall be elected and removed by shareholders at general meetings, while representative of staff shall be elected and removed through democratic election by the staff of the Company. For a supervisor elected by the shareholders' general meeting or by the staff of the Company to be an additional supervisor or to fill a vacancy, his term of office shall commence on the date of election and until the date on which the term of office of the current board of supervisors expires.	Article 11.4 Members of the board of supervisors shall comprise 2 shareholder representatives and 1 staff representative. **A shareholder** ~~R~~**r**epresentative~~s of shareholders~~ **supervisor** shall be elected and removed ~~by shareholders~~ at general meetings, while **a staff** representative **supervisor**~~of staff~~ shall be elected and removed through democratic election ~~by~~**at** the staff **meeting** of the Company. For a supervisor elected ~~by~~**at** the ~~shareholders'~~ general meeting or ~~by~~**at** the staff **meeting** of the Company to be an additional supervisor or to fill a vacancy, his term of office shall commence on the date of election and until the date on which the term of office of the current board of supervisors expires.
Article 13.5 The board of supervisors committee shall convene at least two meetings every year, which shall be convened and presided over by the chairman of the board of supervisors. The supervisors may propose convening an extraordinary meeting of the board of supervisors. Should the chairman of the board of supervisors be unable to, or fail to perform his duties, a supervisor elected by no less than half of the supervisors shall convene and preside over the meeting. The notice of meeting of the board of supervisors shall be dispatched 10 days prior to the date of the meeting.	Article 11.6 The board of supervisors committee shall convene at least two meetings every year, which shall be convened and presided over by the chairman of the board of supervisors. The supervisors may propose convening an extraordinary meeting of the board of supervisors. Should the chairman of the board of supervisors be unable to, or fail to perform his duties, a supervisor **jointly** elected by ~~no less~~**more** than half of the supervisors shall convene and preside over the meeting. The notice of meeting of the board of supervisors shall be dispatched 10 days prior to the date of the meeting.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 13.6 The board of supervisors shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with laws: (I) to review the Company's financial affairs; (II) to monitor any acts of directors, general manager, deputy general managers and other senior management officers of the Company during their performance of duties which violate laws, administrative regulations or the Articles; (III) to require directors, general managers, deputy general managers or other senior management officers of the Company to rectify their actions that are detrimental to the interests of the Company; (IV) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors; (V) to propose the convening of an extraordinary general meeting and to convene and preside over the shareholders' general meeting when the board of directors fails to perform such duties as provided in the Company Law; (VI) to submit proposals to the shareholders' general meeting; (VII) to represent the Company in negotiating with a director and senior management officer or bring legal action against them in accordance with the Article 151 of the Company Law; (VIII) to investigate when an unusual operation situation of the Company is discovered. If necessary, it may engage professional institutions such as accounting firms and law firms to assist in the work. Any expenses incurred thereby shall be borne by the Company; (IX) to exercise other powers specified in the Articles. Supervisors shall attend the board meetings as non-voting participants.	Article 11.7 The board of supervisors shall be accountable to the ~~shareholders'~~ general meeting and exercise the following functions and powers in accordance with laws: (I) to review the Company's financial affairs; (II) to monitor any acts of directors~~, general manager, deputy general managers~~ and ~~other~~ senior management officers of the Company during their performance of duties which violate laws, administrative regulations or the Articles**, and to propose the removal of directors and senior management officers who have violated laws, administrative regulations, the Articles or resolutions of general meetings**; (III) to require directors~~, general managers, deputy general managers or other~~**and** senior management officers of the Company to rectify their actions that are detrimental to the interests of the Company; ~~(IV) to verify the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the board of directors to the shareholders' general meetings and, should any queries arise, to authorize, in the name of the Company, a re-examination by the certified public accountants and practicing auditors;~~ ~~(V)~~ **(IV)** to propose the convening of an extraordinary general meeting and to convene and preside over the ~~shareholders'~~ general meeting when the board of directors fails to perform such duties as provided in the Company Law; ~~(VI)~~ **(V)** to submit proposals to the ~~shareholders'~~ general meeting; ~~(VII)~~ **(VI)** to represent the Company in negotiating with a director and senior management officer or bring legal action against them in accordance with the Article 1~~51~~**89** of the Company Law; ~~(VIII)~~ **(VII)** to investigate when an unusual operation situation of the Company is discovered. If necessary, it may engage professional institutions such as accounting firms and law firms to assist in the work. Any expenses incurred thereby shall be borne by the Company; ~~(IX)~~ **(VIII)** to exercise other powers specified in the Articles.~~ Supervisors shall attend the board meetings as non-voting participants.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 13.7 The meeting of the board of supervisors may not be held unless no less than two-thirds of supervisors are present. Resolutions of the meeting of the board of supervisors shall be passed by no less than two-thirds of the members of the board of supervisors.	Article 11.8 ~~The meeting of the board of supervisors may not be held unless no less than two-thirds of supervisors are present.~~ Resolutions of the meeting of the board of supervisors shall be passed by ~~no less than two-thirds~~ **more than half** of the ~~members of the board of~~ supervisors. .....
Article 13.8 In order to exercise its powers, the board of supervisors may engage experts such as lawyer, certified public accountants and practicing auditors. The reasonable expenses arising therefrom shall be borne by the Company.	(Delete the article in its entirety)
CHAPTER 14 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, GENERAL MANAGER, DEPUTY GENERAL MANAGER AND OTHER SENIOR MANAGEMENT OFFICERS	(Delete the chapter in its entirety)
CHAPTER 15 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION	CHAPTER 12 FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION
Article 15.9 In distributing the current year's profit after tax, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory reserve fund has reached 50% of the Company's registered capital, further appropriation is not required. If the statutory reserve fund of the Company is insufficient to make up the losses of the previous year, the profits of the current year shall be used to make up such losses before allocating to its statutory reserve fund in accordance with the preceding paragraph. After allocation of its profits after tax to its statutory reserve fund, the Company may allocate its profits after tax to its discretionary reserve fund upon the shareholders' approval at general meetings. The remaining profit after tax after making up its losses and allocating to its reserve fund may be distributed by the joint stock company to its shareholders in proportion of their shareholdings, unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with the proportion of the shareholdings. If the shareholders' meeting, shareholders' general meeting or the board of directors has, in violation of the preceding paragraph, distributed profits to shareholders before making up losses and allocating to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of regulations. The shares held by the Company are not entitled to any profits distribution.	Article 12.9 In distributing the current year's profit after tax, 10% of the profit shall be allocated into the Company's statutory reserve fund. When the aggregate amount of the statutory reserve fund has reached 50% of the Company's registered capital, further appropriation is not required. If the statutory reserve fund of the Company is insufficient to make up the losses of the previous year, the profits of the current year shall be used to make up such losses before allocating to its statutory reserve fund in accordance with the preceding paragraph. After allocation of its profits after tax to its statutory reserve fund, the Company may allocate its profits after tax to its discretionary reserve fund upon the shareholders' approval at general meetings. The remaining profit after tax after making up its losses and allocating to its reserve fund may be distributed ~~by the joint stock company~~ to its shareholders in proportion of their shareholdings~~, unless it is stipulated in the Articles of Association that no profit distribution shall be made in accordance with the proportion of the shareholdings~~. If the ~~shareholders' meeting, shareholders'~~ general meeting or the board of directors has, in violation of the preceding paragraph, distributed profits to shareholders before making up losses and allocating to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of regulations. The shares held by the Company are not entitled to any profits distribution.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 16 APPOINTMENT OF ACCOUNTING FIRMS	CHAPTER 13 APPOINTMENT OF ACCOUNTING FIRMS
Article 16.1 The Company shall engage an independent accounting firm that meets the relevant state provisions to audit annual financial reports and verify other financial reports of the Company. The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting; the term of office of the accounting firm shall expire upon the conclusion of the first annual general meeting. The board of directors shall exercise the power specified under the preceding paragraph if the inaugural meeting fails to do so.	Article 13.1 The Company shall engage an independent accounting firm that meets the relevant state provisions to audit annual financial reports and verify other financial reports of the Company. ~~The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting; the term of office of the accounting firm shall expire upon the conclusion of the first annual general meeting.~~ ~~The board of directors shall exercise the power specified under the preceding paragraph if the inaugural meeting fails to do so.~~
Article 16.3 The accounting firm appointed by the Company shall have the following rights:	(Delete the article in its entirety)
Article 16.6 An accounting firm can be removed in a general meeting before the expiration of its term of office by ordinary resolution of the general meeting, or by approval of the board of supervisors, irrespective of the provisions in the contract between the firm and the Company. However, the accounting firm's right to claim for damages which arise from its removal shall not be affected thereby.	(Delete the article in its entirety)
Article 16.7 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by an ordinary resolution of the general meeting or by approval of the board of supervisors. The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.	Article 13.5 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by an ordinary resolution of the general meeting or by approval of the board of supervisors.~~ The remuneration of the accounting firm appointed by the board of directors shall be determined by a meeting of the board of directors.~~
Article 16.8 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the shareholders' general meeting through ordinary resolution or approval of the board of supervisors. Such resolution shall be filed with the securities regulatory authority of the State Council.	Article 13.6 The Company's appointment, removal and non-reappointment of an accounting firm shall be resolved by the ~~shareholders'~~ general meeting through ordinary resolution~~ or approval of the board of supervisors. Such resolution shall be filed with the securities regulatory authority of the State Council~~.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 16.9 Where a resolution at a shareholders' general meeting is passed to appoint an accounting firm other than the incumbent accounting firm to fill a casual vacancy in the office of accounting firm, to reappoint an accounting firm that was appointed by the board of directors to fill a casual vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:	(Delete the article in its entirety)
Article 16.11 The accounting firm may resign its office by depositing the written notice of resignation at the address of the Company. The notice shall become effective on the date of such deposit or on such later date as may be stated in the notice. The notice shall contain the following statements:	(Delete the article in its entirety)
CHAPTER 18 MERGER AND DIVISION OF THE COMPANY	CHAPTER 15 MERGER AND DIVISION OF THE COMPANY
Article 18.2 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity. In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and lists of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper within 30 days from the date of such resolution. The creditors may, within thirty days from the receipt of the notice or within forty-five days from the issuance of the announcement if they fail to receive a notice, require the Company to repay their debts or provide corresponding guarantees.	Article 15.2 The merger of the Company may ~~take the form of~~**be** either **a** merger by absorption or **a** merger by establishment of a new entity. In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare a balance sheet and lists of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** within 30 days from the date of such resolution. The creditors may, within thirty days from the receipt of the notice or within ~~forty-five~~**45** days from the issuance of the announcement if they fail to receive a notice, require the Company to repay their debts or provide corresponding guarantees. .....
Article 18.3 Where there is a division of the Company, its assets shall be divided up accordingly. In the event of a division, the parties to the division shall enter into a division agreement, and prepare a balance sheet and lists of property. The Company shall notify its creditors within 10 days from the date of the Company's resolution on division and shall publish an announcement in the newspaper within 30 days from the date of such resolution.	Article 15.3 Where there is a division of the Company, its assets shall be divided up accordingly. In the event of a division, the parties to the division shall enter into a division agreement, and prepare a balance sheet and lists of property. The Company shall notify its creditors within 10 days from the date of the Company's resolution on division and shall publish an announcement in the newspaper **or on the National Enterprise Credit Information Publicity System** within 30 days from the date of such resolution. .....

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
CHAPTER 19 DISSOLUTION AND LIQUIDATION	CHAPTER 16 DISSOLUTION AND LIQUIDATION
Article 19.1 In any of the following circumstances, the Company shall be dissolved and liquidated in accordance with the laws: (I) the shareholders' general meeting resolves to dissolve the Company; (II) dissolution is necessary due to a merger or division of the Company; (III) the business license is revoked, the Company is ordered to close down or terminate according to the laws; (IV) the Company is declared insolvent according to the laws due to its failure to settle liabilities in due; (V) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial loss to the benefits of its shareholders and there are no other solutions to resolve the matters, shareholders holding no less than 10% of the total voting rights of the Company may appeal to the people's court for dissolution of the Company.	Article 16.1 ~~In any of the following circumstances, the~~**The** Company shall be dissolved ~~and liquidated in accordance with the laws~~**for the following reasons**: (I) the ~~shareholders'~~ general meeting resolves to dissolve the Company; (II) dissolution is necessary due to a merger or division of the Company; (III) the business license is revoked, the Company is ordered to close down or terminate according to the laws; ~~(IV) the Company is declared insolvent according to the laws due to its failure to settle liabilities in due;~~ ~~(V)~~ **(IV)** the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial loss to the benefits of its shareholders and there are no other solutions to resolve the matters, shareholders holding no less than 10% of the total voting rights of the Company may appeal to the people's court for dissolution of the Company. **Where any cause of dissolution as specified in the preceding paragraph arises, the Company shall disclose such cause of dissolution on the National Enterprise Credit Information Publicity System within 10 days.**
Article 19.2 Where the Company is dissolved pursuant to sub-paragraphs (I), (III) and (V) of the preceding Article, a liquidation committee shall be set up within fifteen days for conducting liquidation from the date when cause(s) of dissolution occurs. Members of liquidation committee of joint stock limited company shall be determined by its directors or at the shareholders' general meeting. If the liquidation committee is not set up within the specified period for conducting liquidation, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and proceed with the liquidation. The people's court shall accept such application and promptly organize a liquidation committee for carrying out the liquidation. Where the Company is dissolved pursuant to sub-paragraph (IV) of the preceding Article, the relevant competent authorities shall organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.	Article 16.2 Where the Company is dissolved pursuant to sub-paragraphs (I), (III) and ~~(V)~~**(IV)** of the preceding Article, a liquidation committee shall be set up within ~~fifteen~~**15** days for conducting liquidation from the date when cause(s) of dissolution occurs. Members of liquidation committee ~~of joint stock limited company~~ shall be determined by its directors or at the ~~shareholders'~~ general meeting. If the liquidation committee is not set up within the specified period for conducting liquidation, creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and proceed with the liquidation. The people's court shall accept such application and promptly organize a liquidation committee for carrying out the liquidation. ~~Where the Company is dissolved pursuant to sub-paragraph (IV) of the preceding Article, the relevant competent authorities shall organize the shareholders, relevant authorities and relevant professionals to establish a liquidation committee to carry out the liquidation.~~

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 19.3 Where the board of directors decides to liquidate the Company for any reason (other than the Company's declaration of its insolvency and liquidation), the board of directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the board of directors is of the opinion that the Company will be able to pay its debts in full within 12 months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders' general meeting for the liquidation of the Company, all functions and powers of the board of directors shall cease.	(Delete the article in its entirety)
Article 19.4 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers within 60 days. The creditors may declare their claims to the liquidation committee within thirty days from the date they receives the above notice or within forty-five days from the announcement date if no such notice is received. The creditors shall explain the matters related to their claims and provide supporting materials when declaring their claims. Creditors' rights shall be registered by the liquidation committee. Claims shall be registered by the liquidation committee. During the period of declaration of creditors' rights, the liquidation committee shall not repay any debts to the creditors.	Article 16.3 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers **or on the National Enterprise Credit Information Publicity System** within 60 days. The creditors may declare their claims to the liquidation committee within ~~thirty~~**30** days from the date they receive~~s~~ the above notice or within ~~forty-five~~**45** days from the announcement date if no such notice is received. The creditors shall explain the matters related to their claims and provide supporting materials when declaring their claims. Creditors' rights shall be registered by the liquidation committee. Claims shall be registered by the liquidation committee. During the period of declaration of creditors' rights, the liquidation committee shall not repay any debts to the creditors.
Article 19.5 During the liquidation period, the liquidation committee shall exercise the following functions and powers: (a) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively; (b) to notify creditors by sending notice or by making announcement; (c) to dispose of and liquidate any unfinished businesses of the Company; (d) to pay outstanding taxes as well as taxes arising in the course of liquidation; (e) to settle claims and debts; (f) to dispose of the remaining assets of the Company after the repayment of debts; and (g) to represent the Company in any civil proceedings.	Article 16.4 During the liquidation period, the liquidation committee shall exercise the following functions and powers: ~~(a)~~ **(I)** to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively; ~~(b)~~ **(II)** to notify creditors by sending notice or by making announcement; ~~(c)~~ **(III)** to dispose of and liquidate any unfinished businesses of the Company; ~~(d)~~ **(IV)** to pay outstanding taxes as well as taxes arising in the course of liquidation; ~~(e)~~ **(V)** to settle claims and debts; ~~(f)~~ **(VI)** to dispose of the remaining assets of the Company after the repayment of debts; and ~~(g)~~ **(VII)** to represent the Company in any civil proceedings.

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 19.8 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, a statement of the income and expenses during the liquidation period and financial accounts, which shall be verified by the PRC certified public accountants and then submitted to the shareholders' general meeting or the people's court for confirmation. The liquidation committee shall, within 30 days after such confirmation given by a shareholders' general meeting or the people's court, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish a publish announcement relating to the termination of the Company.	Article 16.7 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, ~~a statement of the income and expenses during the liquidation period and financial accounts,~~ which shall be ~~verified by the PRC certified public accountants and then~~ submitted to the ~~shareholders'~~ general meeting or the people's court for confirmation~~. The liquidation committee shall, within 30 days after such confirmation given by a shareholders' general meeting or the people's court~~, **and** submit ~~the documents referred to in the preceding paragraph~~ to the company registration authority and apply for cancellation of registration of the Company~~, and publish a publish announcement relating to the termination of the Company~~.
CHAPTER 20 PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION	CHAPTER 17 PROCEDURES FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION
Article 20.1 The Company may amend the Articles according to the provisions of laws, administrative regulations and the Articles.	(Delete the article in its entirety)
Article 20.2 The procedures to amend the Articles are as follows: (I) a resolution proposing the shareholders' general meeting to amend the Articles together with the proposed amendments shall be passed by the board of directors in accordance with the Articles; (II) the shareholders shall be informed of the proposal of the amendments and a shareholders' general meeting shall be convened to vote on the same; (III) subject to the relevant requirements of the Articles of the Company, the amendments proposed to the shareholders' general meeting shall be passed by way of special resolution.	Article 17.1 ~~The procedures to amend the Articles are as follows:~~**The Company is required to amend its Articles of Association in any of the following circumstances:** (I) ~~a resolution proposing the shareholders' general meeting to amend the Articles together with the proposed amendments shall be passed by the board of directors in accordance with the Articles;~~**after amendment of the Company Law or relevant law or administrative regulations, the contents of the Articles of Association conflict with the law or administrative regulations;** (II) ~~the shareholders shall be informed of the proposal of the amendments and a shareholders' general meeting shall be convened to vote on the same;~~**the circumstances of the Company have changed so that they are different from the contents of the Articles of Association;** (III) ~~subject to the relevant requirements of the Articles of the Company, the amendments proposed to the shareholders' general meeting shall be passed by way of special resolution.~~**the general meeting decides by way of special resolution that the Article of Association should be amended.**

Existing provisions	Amended provisions Deletions shown in strikethrough, and revisions shown in bold and underlined
Article 20.3 Amendment to the Articles which involve the contents of the Mandatory Provisions shall become effective upon approval by the approval authorities authorized by the State Council and China Securities Regulatory Commission. Where amendments involved the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.	Article 17.2 ~~Amendment to the Articles which involve the contents of the Mandatory Provisions shall become effective upon approval by the approval authorities authorized by the State Council and China Securities Regulatory Commission. Where amendments involved the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.~~ **Amendments to the Articles of Association passed by resolutions at the general meeting, which require examination and approval by the competent authorities, shall be submitted to the competent authorities for approval. Any amendments requiring alternation registration shall be filed for alteration registration according to the law.**
CHAPTER 21: SETTLEMENT OF DISPUTES	(Delete the chapter in its entirety)
CHAPTER 23: INTERPRETATION AND DEFINITIONS	CHAPTER 19: INTERPRETATION AND DEFINITIONS
Article 23.2 In the Articles, the meaning of "no less than", "within" or "no more than" includes the underlying number, while "below", "beyond", "less than" or "more than" excludes the underlying number.	Article 19.2 In the Articles, the meaning of "no less than", "within" or "no more than" includes the underlying number, while "below", **"over",** "beyond", "less than" or "more than" excludes the underlying number.
Article 23.3 The Articles are written in Chinese. In the event of any discrepancy between the Articles in other languages or different versions of the Articles and the same in Chinese, the Chinese version shall prevail. The power of interpretation of the Articles shall be vested in the Company's board of directors. Any matters not contained in the Articles shall be proposed by the board of directors at the shareholders' general meeting for approval.	Article 19.3 The Articles are written in Chinese. In the event of any discrepancy between the Articles in other languages or different versions of the Articles and the same in Chinese, the Chinese version **registered with the Zhejiang Provincial Administration for Market Regulation** shall prevail. The power of interpretation of the Articles shall be vested in the Company's board of directors. Any matters not contained in the Articles shall be proposed by the board of directors at the ~~shareholders'~~ general meeting for approval.

佐力科創股份有限公司
(Zuoli Kechuang Company Limited*)

(formerly known as Zuoli Kechuang Micro-finance Company Limited
佐力科創小額貸款股份有限公司)*

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

(Stock Code: 6866)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of 佐力科創股份有限公司 (Zuoli Kechuang Company Limited*) (the "**Company**") for the year ended 31 December 2025 will be held at Conference Room, 3rd Floor, Zuoli Building, No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the People's Republic of China at 3:30 p.m. on 18 June 2026 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the report of the board of directors of the Company for the year ended 31 December 2025;

2. To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2025;

3. To receive, consider and approve the annual report of the Company for the year ended 31 December 2025;

4. To receive, consider and approve the Company's audited financial statements for the year ended 31 December 2025;

5. To consider and approve the Company's profit distribution plan for the year ended 31 December 2025;

6. To consider and approve the Company's external auditor's fees for the year ended 31 December 2025;

7. To consider and approve the re-appointment of KPMG as the Company's external auditor for a term until the conclusion of the next annual general meeting of the Company and other applicable laws and regulations, and to authorise the board of directors of the Company to determine its remuneration;

* *For identification purpose only*

8. To re-elect or appoint the directors of the Company and authorise the board of directors of the Company to fix their remuneration;

   8a Mr. Yu Yin

   8b Mr. Zheng Xuegen

   8c Mr. Yang Sheng

   8d Ms. Hu Fangfang

   8e Mr. Pan Zhongmin

   8f Mr. Zhao Xuqiang

   8g Mr. Shen Wei

   8h Mr. Pang, Peter Chun Ming

   8i to authorise the board of directors of the Company to fix directors' remuneration

9. To re-elect the supervisors of the Company and authorise the board of directors of the Company to fix their remuneration;

   9a Mr. Wang Peijun

   9b Ms. Zhou Mingwan

   9c to authorise the board of directors of the Company to fix supervisors' remuneration

10. To amend the Rules of Procedures for the Shareholders' General Meetings;

11. To amend the Rules of Procedures for the Board of Directors;

12. To amend the Working Rules for Independent Directors;

13. To establish the Strategy and Risk Management Committee;

14. To abolish the Loan Approval Committee;

15. To amend the Rules of Procedures for the Board of supervisors;

16. To consider and approve the application for a credit line from the bank with an amount not exceeding RMB300 million (including RMB300 million);

SPECIAL RESOLUTIONS

17. To consider and approve the external guarantees of the Company with an aggregated amount not exceeding RMB800 million (including RMB800 million);

18. To consider and approve the following as a special resolution of the Company:

"**THAT**: the issue of the debt financing instruments with an aggregate principal amount of not more than RMB1 billion (including RMB1 billion) (the "**Debt Financing Instruments**"), on the terms set forth below be and is detailed below and hereby approved:

(a) Size of issue: not more than RMB1 billion in aggregate (including RMB1 billion), excluding existing debt financing instruments, hybrid financing instruments and equity financing instruments;

(b) Categories of issue: one or several categories of Debt Financing Instruments including but not limited to super short-term debentures, short-term debentures, medium-term notes, private placement of Debt Financing Instruments, assets-backed notes, project revenue notes, corporate bonds, asset-backed securities (ABS), overseas bond issuance, overseas borrowing and other type of Debt Financing Instrument issued inside or outside the PRC;

(c) Maturity: not more than five years for the term of each Debt Financing Instruments (including five years);

(d) Use of proceeds: supplement of working capital;

(e) Authorisation: the board of directors of the Company be and is hereby authorised to deal with all matters relating to the proposed issue of Debt Financing Instruments, including but not limited to:

(i) to consider the issue of Debt Financing Instruments in accordance with the needs of the Company, to deal with the specific proposals, specific terms and conditions and other relevant matters for the issue of public Debt Financing Instrument in accordance with the market conditions, including but not limited to the issue subject, size of issue, interest rate, duration, type and condition of guarantee, intended investors, use of proceeds, arrangement for offering in tranches (if any) and producing, filing, executing, signing, accepting and publishing of any necessary legal documents;

(ii) to make any changes or adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions;

(iii) to sign all necessary legal documents regarding to the issue of Debt Financing Instruments;

(iv) to decide the engagement of intermediaries necessary for the issue of Debt Financing Instruments; and

(v) to determine any other matters relating the issue of Debt Financing Instruments.

(f) The abovementioned authorisation shall be deemed effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or other applicable laws and regulations; or (iii) the date on which the granted authority under relevant resolution of the Shareholders is revoked or varied by a special resolution of the Shareholders in a General Meeting."

19. To consider and approve the proposed amendments to the Articles of Association of the Company.

By order of the Board of
佐力科創股份有限公司
(Zuoli Kechuang Company Limited*)
YU Yin
Chairman

Hong Kong, 27 May 2026

* *For identification purpose only*

Notes:

1. The register of members of the Company will be closed from Tuesday, 19 May 2026 to Thursday, 18 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Company's registered office in the PRC at No. 399 Deqing Avenue, Wukang Road, Deqing County, Huzhou City, Zhejiang Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Monday, 18 May 2026. The holders of shares whose names appear on the register of members of the Company on Thursday, 18 June 2026 will be entitled to attend and vote at the AGM.

2. Any shareholders of the Company (the "Shareholders") who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder.

3. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.

4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for the holders of Domestic Shares, to the Company's registered office in the PRC, not less than 24 hours before the time for holding the AGM (or any adjournment thereof). If the proxy form is signed by a person under a power of attorney or other authorisation instrument, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjourned meetings should you so wish.

5. If corporate Shareholders appoint any authorised representative to attend the AGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company.

6. The AGM is expected to be held for less than half a day. Shareholders who intend to attend the AGM shall arrange and bear their own transportation and accommodation expenses.

7. The name and address of the Company's H share registrar in Hong Kong is as follows:

   Computershare Hong Kong Investor Services Limited
   Shops 1712–1716, 17th Floor and 17M Floor,
   Hopewell Centre,
   183 Queen's Road East,
   Wanchai,
   Hong Kong

8. The registered office of the Company in the PRC is as follows:

   No. 399 Deqing Avenue,
   Wukang Road,
   Deqing County,
   Huzhou City,
   Zhejiang Province,
   The PRC

9. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the AGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the AGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

10. As at the date of this notice, the board of directors (the "Director(s)") of the Company comprises four executive Directors, namely Mr. YU Yin (the Chairman), Mr. ZHENG Xuegen, Mr. YANG Sheng and Ms. HU Fangfang; one non-executive Director, namely Mr. PAN Zhongmin; and three independent non-executive Directors, namely Mr. CHAN Kin Man, Mr. ZHAO Xuqiang and Ms. YANG Jie.