
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **DAHON TECH (SHENZHEN) CO., LTD.**, you should at once hand this circular, together with the form of proxy, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.



DAHON TECH (SHENZHEN) CO., LTD.

大行科工（深圳）股份有限公司

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

(Stock Code: 2543)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND ABOLISHMENT OF THE BOARD OF
SUPERVISORS;**

**(2) PROPOSED AMENDMENTS TO THE GOVERNANCE
POLICIES;**

**(3) PROPOSED ELECTION AND APPOINTMENT OF THE
DIRECTORS OF THE SECOND SESSION OF THE BOARD;
AND**

(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalized terms used in this circular have the meanings set out in the section headed “Definitions” in this circular. A letter from the Board is set out on pages 3 to 8 of this circular.

The Company will convene the EGM at 9:30 a.m. on Friday, August 14, 2026 at Room 211, Block A, Manjinghua Chuangzhi Center, Shapu Community, Songgang Sub-district, Bao'an District, Shenzhen, the PRC. The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<https://dahon.com>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:30 a.m. on Thursday, August 13, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

July 21, 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	I-1
APPENDIX II — REVISED RULES OF PROCEDURES FOR GENERAL MEETINGS	II-1
APPENDIX III — REVISED RULES OF PROCEDURES FOR BOARD MEETINGS	III-1
APPENDIX IV — REVISED POLICY FOR INDEPENDENT DIRECTORS ..	IV-1
APPENDIX V — BIOGRAPHICAL DETAILS OF THE DIRECTORS	V-1
NOTICE OF EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	DAHON TECH (SHENZHEN) CO., LTD (大行科工(深圳)股份有限公司), incorporated under the PRC laws on December 13, 2016 as a limited liability company and converted into a joint stock company, whose H Shares are listed and traded on the Stock Exchange (stock code: 2543)
“Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法)
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held at Room 211, Block A, Manjinhua Chuangzhi Center, Shapu Community, Songgang Sub-district, Bao’an District, Shenzhen, the PRC at 9:30 a.m. on Friday, August 14, 2026, notice of which is set out on pages EGM-1 to EGM-3 of this circular, or any adjournment thereof
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 21, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“PRC”	The People’s Republic of China
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association
“Proposed Amendments to the Governance Policies”	the proposed amendments to certain corporate governance policies
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“treasury shares”	has the meaning ascribed to it under the Listing Rules, as amended from time to time
“%”	per cent.

The English names of the Chinese nationals, companies, entities, departments, facilities, certificates, titles and the like are translation of their Chinese names and are included in this circular for identification purposes only and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese names prevail.

The English text of this circular shall prevail over the Chinese text in the event of inconsistency.



DAHON TECH (SHENZHEN) CO., LTD.

大行科工（深圳）股份有限公司

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

(Stock Code: 2543)

Executive Directors:

Dr. Hon Ta-Wei (韓德瑋)

(Chairman of the Board

and General Manager)

Ms. Li Guiyu (李桂玉)

Ms. Liu Guocun (劉國存)

Ms. Lee Hsiu-Fen (李秀芬)

Independent Non-executive Directors:

Dr. Lee Lai Sun Peter (李勵生)

Mr. Liu Xuequan (劉學權)

Mr. Zhao Gensheng (趙根生)

Registered Office and Headquarters

and Principal Place of Business

in the PRC:

801, Yizhan Business Building

No. 8, Yizhan 4th Road,

Shapu Community Songgang Street,

Bao'an District

Shenzhen

PRC

Principal place of business

in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

July 21, 2026

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND ABOLISHMENT OF THE BOARD OF
SUPERVISORS;**

**(2) PROPOSED AMENDMENTS TO THE GOVERNANCE
POLICIES;**

**(3) PROPOSED ELECTION AND APPOINTMENT OF THE
DIRECTORS OF THE SECOND SESSION OF THE BOARD;
AND**

(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the announcement of the Company dated July 21, 2026 in relation to, among others, (1) the Proposed Amendments to the Articles of Association and abolishment of the Board of Supervisors; (2) the Proposed Amendments to the Governance Policies; and (3) the proposed election and appointment of the Directors of the second session of the Board.

The purpose of this circular is to provide you with further details of, among other things, the following resolutions to be put forward at the EGM: (i) the Proposed Amendments to the Articles of Association and the abolishment of the Board of Supervisors; (ii) the Proposed Amendments to the Governance Policies; and (iii) the proposed election and appointment of the Directors of the second session of the Board, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the EGM. For details of the proposed resolutions at the EGM, please refer to the notice of the EGM enclosed with this circular.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ABOLISHMENT OF THE BOARD OF SUPERVISORS

Pursuant to the Company Law of the PRC (revised in 2023) (《中華人民共和國公司法》(2023年修訂)), the Guidelines for the Articles of Association of Listed Companies (revised in 2025) issued by the CSRC and other relevant laws, regulations and regulatory requirements, the Company proposed to abolish the Board of Supervisors and the role of Supervisors, with their statutory supervisory functions entirely assumed by the Audit Committee. The relevant provisions of the Articles of Association will be amended accordingly, details of which are set out in Appendix I to this circular. With effect from the date on which the Proposed Amendment to the Articles of Association are considered and approved at the EGM, the Board of Supervisors will be dissolved and the Supervisors will be automatically removed from office. The Terms of Reference for Board of Supervisors and other relevant policies associated with the Board of Supervisors will be abolished accordingly, and the provisions relating to the Board of Supervisors and Supervisors under the various rules and policies of the Company will cease to apply.

The first session of the Board of Supervisors and the Supervisors of the Company will perform their duties until the date on which the resolution to abolish the Board of Supervisors is passed at the EGM. Once the abolishment of the Board of Supervisors takes effect, Ms. Huang Siqing, Mr. Zhu Guocheng and Mr. Kuang Wenbiao will no longer serve as Supervisors. Each of the Supervisors has confirmed that he/she has no disagreement with the Board and the Board of Supervisors and there are no matters in relation to the cessation of his/her duties that need to be brought to the attention of the Shareholders. The Company would like to express its sincere gratitude to Ms. Huang Siqing, Mr. Zhu Guocheng and Mr. Kuang Wenbiao for their contributions to the Company during their tenure as Supervisors.

LETTER FROM THE BOARD

The Proposed Amendments to the Articles of Association include proposed amendments for the purposes of, among others, (i) replacing the Board of Supervisors with the Audit Committee to exercise the supervisory functions and powers in full, and deleting all provisions relating to the Board of Supervisors accordingly; and (ii) making necessary, consequential and housekeeping updates.

If the Proposed Amendments to the Articles of Association are adopted, the serial numbers of the other articles will be adjusted accordingly. Except for the Proposed Amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail. The legal advisers to the Company as to Hong Kong laws and PRC laws have confirmed, respectively, that the Proposed Amendments to the Articles of Association comply with the applicable requirements of the Listing Rules and do not violate PRC laws. The Company also confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

The Company proposed that the Board and its designees be authorized to handle, on behalf of the Company, the filings, amendments, registrations, and other related matters necessary for this amendment, to ensure compliance with the requirements of relevant laws, regulations and the company registration authorities. The full text of the amended Articles of Association shall be subject to registration with the market supervision and administration authority. The Proposed Amendments to the Articles of Association and the abolishment of the Board of Supervisors are subject to the approval of the Shareholders by way of a special resolution at the EGM.

III. PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

To align with the Proposed Amendments to the Articles of Association, the Board proposed to amend the following governance policies of the Company:

1. Rules of Procedures for General Meetings (股東會議事規則);
2. Rules of Procedures for Board Meetings (董事會議事規則); and
3. Policy for Independent Directors (獨立董事工作制度).

The English versions of the Proposed Amendments to the Governance Policies are unofficial translation of their Chinese versions. In case of any discrepancies, the Chinese versions shall prevail.

The Proposed Amendments to the Governance Policies are subject to the approval of the Shareholders by way of ordinary resolutions at the EGM.

The revised governance policies are set out in Appendices II to IV to this circular.

LETTER FROM THE BOARD

IV. PROPOSED ELECTION AND APPOINTMENT OF THE DIRECTORS OF THE SECOND SESSION OF THE BOARD

As the term of office of the first session of the Board is about to expire, pursuant to the relevant provisions of the Company Law and the Articles of Association, with the consent of all the candidates to accept their nominations and upon the review and approval by the Nomination Committee, the Board has resolved to nominate the following seven candidates as members of the second session of the Board at the board meeting held on July 21, 2026:

- Candidates for executive Directors: Dr. Hon Ta-Wei, Ms. Li Guiyu, Ms. Liu Guocun and Ms. Lee Hsiu-Fen
- Candidates for independent non-executive Directors: Dr. Lee Lai Sun Peter, Mr. Liu Xuequan and Mr. Zhao Gensheng

In the event that the aforesaid candidates for Directors are elected as Directors of the second session of the Board, their terms of office will be three years from the date of the approval of this resolution at the EGM until the expiration of the term of the second session of the Board. Biographical details of each of the candidates for Directors proposed to be elected at the EGM are set out in the Appendix V to this circular. The existing Directors shall continue to perform their duties as the Directors before the election and formation of the second session of the Board at the EGM.

Ordinary resolutions (cumulative voting) will be proposed at the EGM to consider and approve the election of each of the above proposed Directors. Pursuant to the provisions of the Articles of Association, when shareholders vote on the election of directors at the general meeting, cumulative voting shall be implemented. In the event cumulative voting is adopted, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. As such, the ordinary resolutions numbered 3 and 4 set out in the notice of the EGM will be voted on under the cumulative voting system. The term of office of the second session of the Board is three years, and will take effect from the date of approval by the Shareholders at the EGM and will expire when members are elected for the new session of the Board.

After receiving the recommendations for appointing Dr. Lee Lai Sun Peter, Mr. Liu Xuequan and Mr. Zhao Gensheng as independent non-executive Directors and their personal information from the Nomination Committee, the Board considered various factors relating to the Board diversity, including but not limited to the diversity in gender, age, cultural and educational background, origin, professional experience, skills, knowledge, length of service of the Directors, independence, potential conflict of interest, the ability to devote sufficient time to perform duties effectively, in determining their suitability to serve as independent non-executive Directors. The Board was of the view that (i) the above candidates have excellent professional background and extensive working experience in accounting, management, and the bicycle industry respectively, and are in a position to provide valuable advice to the Board; and (ii) based on the assessment conducted, the above candidates meet the independence requirements as set out in Rule 3.13 of the Listing Rules. The Company has received written confirmation from each of Dr. Lee Lai Sun Peter, Mr. Liu Xuequan and Mr. Zhao Gensheng concerning their independence in

LETTER FROM THE BOARD

accordance with the Listing Rules. As such, the Board recommends that each of Dr. Lee Lai Sun Peter, Mr. Liu Xuequan and Mr. Zhao Gensheng be elected as an independent non-executive Director of the second session of the Board at the EGM.

There is no other matter relating to the proposed election and appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

V. ACTION TO BE TAKEN

The EGM will be held at Room 211, Block A, Manjinghua Chuangzhi Center, Shapu Community, Songgang Sub-district, Bao'an District, Shenzhen, the PRC at 9:30 a.m. on Friday, August 14, 2026. The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. The above documents and the proxy of form for use at the EGM are published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<https://dahon.com>).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the resolutions to be proposed at the EGM.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, August 11, 2026 to Friday, August 14, 2026, both dates inclusive, during which period no transfer of shares will be registered, and the record date for ascertaining the eligibility of holders of H shares to attend and vote at the EGM is Friday, August 14, 2026. In order to be eligible to attend and vote at the forthcoming EGM, holders of H shares must lodge all completed transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Monday, August 10, 2026.

Shareholders who intend to appoint a proxy to attend the EGM are required to complete and return the form of proxy to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolutions set out in the notice of the EGM will be taken by poll. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

The Company adopts the cumulative voting system to elect the Directors at the EGM. The number of votes each Shareholder is entitled to shall be equal to the total number of shares held by him/her multiplied by the number of directors to be elected at the general meeting, and Shareholders may allocate his/her votes equally or arbitrarily to candidates to the extent of the number of Directors to be elected provided that the total number of votes allocated shall not be more than the number of votes he/she is entitled to.

VII. 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 misleading.

VIII. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the EGM and the other matters contained in the notice of EGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM.

By order of the Board

DAHON TECH (SHENZHEN) CO., LTD.

Dr. Hon Ta-Wei

Chairman of the Board, Executive Director and General Manager

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The English version of the Proposed Amendments to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

Set out below are the details of the Proposed Amendments to the Articles of Association:

No.	Before taking the amendments	After taking the amendments
1	Article 9 As of the effective date of the Articles of Association, the Articles of Association shall be a legally binding document which regulates the Company's organization and acts, as well as the rights and obligations between the Company and the shareholders, and amongst the shareholders themselves, and shall be binding upon the Company, its shareholders, directors, ~~supervisors~~ , senior management personnel. The aforesaid personnel shall have the right to propose claims concerning the affairs of the Company in accordance with the Articles of Association. Pursuant to the Articles of Association, a shareholder may take legal action against the other shareholders, and the shareholders may take legal action against the Company's directors, ~~supervisors~~ , general manager and other senior management personnel. The shareholders may take legal action against the Company. The Company may take legal action against its shareholders, directors, ~~supervisors~~ and other senior management personnel.	Article 9 As of the effective date of the Articles of Association, the Articles of Association shall be a legally binding document which regulates the Company's organization and acts, as well as the rights and obligations between the Company and the shareholders, and amongst the shareholders themselves, and shall be binding upon the Company, its shareholders, directors and senior management personnel. The aforesaid personnel shall have the right to propose claims concerning the affairs of the Company in accordance with the Articles of Association. Pursuant to the Articles of Association, a shareholder may take legal action against the other shareholders, and the shareholders may take legal action against the Company's directors, general manager and other senior management personnel. The shareholders may take legal action against the Company. The Company may take legal action against its shareholders, directors, general manager and other senior management personnel.
2	Article 30 The shares which have already been issued prior to the Company's public offering shall not be transferred within one year after the Company's shares are listed on the stock exchange. The directors, ~~supervisors~~ and senior management personnel of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held, and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares in the Company. The shares of the Company held by them shall not be transferred within one year after the Company's shares are listed. 	Article 30 The shares which have already been issued prior to the Company's public offering shall not be transferred within one year after the Company's shares are listed on the stock exchange. The directors and senior management personnel of the Company shall report to the Company the shares held by them in the Company and any alterations to the shares so held, and the shares transferred each year by them during their terms of office shall not exceed 25% of their total shares in the Company. The shares of the Company held by them shall not be transferred within one year after the Company's shares are listed.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
3	Article 31 Any gains from sale of the Company's shares or other securities with an equity nature by the shareholders, Directors, ~~supervisors~~ and senior management personnel who hold more than 5% of the Company's shares, within six months after their purchase of the same, or any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after sale of the same shall be paid to the Company, and the board of directors of the Company shall be responsible for recovering such gains from the abovementioned parties, except for the holding by a securities company of 5% or more of the Company's shares as a result of its undertaking of the untaken shares in an offer, or such other circumstances as prescribed by the CSRC. Shares or other securities with the nature of equity held by Directors, ~~Supervisors~~, senior management personnel and individual shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other people's accounts. 	Article 31 Any gains from sale of the Company's shares or other securities with an equity nature by the shareholders, Directors and senior management personnel who hold more than 5% of the Company's shares, within six months after their purchase of the same, or any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after sale of the same shall be paid to the Company, and the board of directors of the Company shall be responsible for recovering such gains from the abovementioned parties, except for the holding by a securities company of 5% or more of the Company's shares as a result of its undertaking of the untaken shares in an offer, or such other circumstances as prescribed by the CSRC. Shares or other securities with the nature of equity held by Directors, senior management personnel and individual shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other people's accounts.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
4	Article 35 The shareholders of ordinary shares of the Company shall have the following rights: (V) to obtain relevant information in accordance with the Articles of Association, including: 1. receiving a copy of the Articles of Association after payment of costs and fees; 2. available for free inspection and be subject to reproduction upon payment of a reasonable fee: (1) all parts of the register of shareholders; (2) personal information of directors, ~~supervisors~~ and senior management personnel of the Company, including: (6) the most recent audited financial statements of the Company, and reports of the board of directors, the auditor, ~~and the board of supervisors;~~ 	Article 35 The shareholders of ordinary shares of the Company shall have the following rights: (V) to obtain relevant information in accordance with the Articles of Association, including: 1. receiving a copy of the Articles of Association after payment of costs and fees; 2. available for free inspection and be subject to reproduction upon payment of a reasonable fee: (1) all parts of the register of shareholders; (2) personal information of directors and senior management personnel of the Company, including: (6) the most recent audited financial statements of the Company, and reports of the board of directors and the auditor;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
5	Article 38 Where the Company incurs losses as a result of violation by directors and senior management personnel of laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, the shareholders individually or collectively holding 1% or more of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to ~~the board of supervisors~~ to initiate proceedings to the People's Court; where the Company incurs losses as a result of violation by ~~the board of supervisors~~ of laws, administrative regulations or the Articles of Association in the course of performing its duties with the Company, such shareholders may make a request in writing to the board of directors to initiate proceedings to the People's Court. In the event that ~~the board of supervisors~~ or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date of receiving such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders stated in the preceding paragraph shall have the right to for the benefit of the Company initiate proceedings to the People's Court directly in their own names. 	Article 38 Where the Company incurs losses as a result of violation by directors and senior management personnel, other than members of the audit committee, of laws, administrative regulations or the Articles of Association in the course of performing their duties with the Company, the shareholders individually or collectively holding 1% or more of the shares of the Company for more than 180 consecutive days shall be entitled to make a request in writing to the audit committee to initiate proceedings to the People's Court; where the Company incurs losses as a result of violation by members of the audit committee of laws, administrative regulations or the Articles of Association in the course of performing its duties with the Company, such shareholders may make a request in writing to the board of directors to initiate proceedings to the People's Court. In the event that the audit committee or the board of directors refuses to initiate proceedings after receiving the written request of shareholders stated in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date of receiving such request, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, the shareholders stated in the preceding paragraph shall have the right to for the benefit of the Company initiate proceedings to the People's Court directly in their own names.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
6	Article 43 The general meeting is the authoritative body of the Company and shall exercise the following functions and powers in accordance with the law: (I) to elect, dismiss and replace directors ~~and supervisors~~ who are not staff representatives and to decide on matters relating to their remuneration; (II) to consider and approve reports from the board of directors; ~~(III) to consider and approve reports from the board of supervisors;~~ (IV) to consider and approve the Company's profit distribution plans and loss coverage plans; (V) to make resolutions on increases or reductions in the Company's registered capital; (VI) to make resolutions on the issuance of corporate bonds, other securities, and listing; (VII) to make resolutions on mergers, divisions, dissolutions, liquidations, or changes in the form of the Company; (VIII) to amend the Articles of Association, Rules of Procedure for General Meetings, Rules of Procedure for the Board of Directors, ~~and Rules of Procedure for the Board of Supervisors;~~ (IX) to make resolutions regarding the Company's appointments, dismissals, or non-renewals of accounting firms, as well as their remuneration; (X) to consider and approve transactions or external guarantees that should be decided by the general meeting according to the Articles of Association and the Rules of Procedure for General Meetings;	Article 43 The general meeting is the authoritative body of the Company and shall exercise the following functions and powers in accordance with the law: (I) to elect, dismiss and replace directors who are not staff representatives and to decide on matters relating to their remuneration; (II) to consider and approve reports from the board of directors; (III) to consider and approve the Company's profit distribution plans and loss coverage plans; (IV) to make resolutions on increases or reductions in the Company's registered capital; (V) to make resolutions on the issuance of corporate bonds, other securities, and listing; (VI) to make resolutions on mergers, divisions, dissolutions, liquidations, or changes in the form of the Company; (VII) to amend the Articles of Association, Rules of Procedure for General Meetings ~~and Rules of Procedure for the Board of Directors;~~ (VIII) to make resolutions regarding the Company's appointments, dismissals, or non-renewals of accounting firms, as well as their remuneration; (IX) to consider and approve transactions or external guarantees that should be decided by the general meeting according to the Articles of Association and the Rules of Procedure for General Meetings; (X) to consider and approve matters related to the purchase or sale of significant assets exceeding 30% of the Company's most recent audited total assets within one year;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
	(XI) to consider and approve matters related to the purchase or sale of significant assets exceeding 30% of the Company's most recent audited total assets within one year; (XII) to consider and approve matters related to changes in the use of the raised funds; (XIII) to consider and approve related (connected) transactions, discloseable transactions, external investments, asset pledges, external financing, and external donations that require the approval of the general meeting in accordance with the Hong Kong Listing Rules; (XIV) to consider the equity incentive plan and employee stock ownership plan; (XV) to consider proposals submitted by shareholders individually or collectively holding 1% or more of the voting shares of the Company; (XVI) to consider other matters that should be decided by the general meeting as stipulated by laws, administrative regulations, departmental rules, normative documents, the Articles of Association, or the Hong Kong Listing Rules. 	(XI) to consider and approve matters related to changes in the use of the raised funds; (XII) to consider and approve related (connected) transactions, discloseable transactions, external investments, asset pledges, external financing, and external donations that require the approval of the general meeting in accordance with the Hong Kong Listing Rules; (XIII) to consider the equity incentive plan and employee stock ownership plan; (XIV) to consider proposals submitted by shareholders individually or collectively holding 1% or more of the voting shares of the Company; (XV) to consider other matters that should be decided by the general meeting as stipulated by laws, administrative regulations, departmental rules, normative documents, the Articles of Association, or the Hong Kong Listing Rules.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
7	Article 46 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances: (IV) when the board of directors deems it necessary; (V) when ~~the board of supervisors~~ proposes such a meeting be held; (VI) other circumstances required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, regulatory rules of the places where the shares of the Company are listed or the Articles of Association. 	Article 46 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances: (IV) when the board of directors deems it necessary; (V) when the audit committee proposes such a meeting be held; (VI) other circumstances required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, regulatory rules of the places where the shares of the Company are listed or the Articles of Association.
8	Article 48 Except as otherwise provided herein, the general meeting shall be convened by the board of directors. If the board of directors is unable or fails to perform its duty to convene the general meeting, ~~the board of supervisors~~ shall convene the meeting in a timely manner. If ~~the board of supervisors~~ fails to do so, the shareholders individually or collectively holding 10% or more of the Company's shares for 90 or more consecutive days may convene the meeting on their own. Any independent non-executive director may propose to the board of directors that an extraordinary general meeting be held. Where an independent non-executive director proposes that an extraordinary general meeting be held, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees that an extraordinary general meeting should be held within ten days of receiving the proposal. 	Article 48 Except as otherwise provided herein, the general meeting shall be convened by the board of directors. If the board of directors is unable or fails to perform its duty to convene the general meeting, the audit committee shall convene the meeting in a timely manner. If the audit committee fails to do so, the shareholders individually or collectively holding 10% or more of the Company's shares for 90 or more consecutive days may convene the meeting on their own. With the approval of a majority of all independent non-executive directors, any independent non-executive director may propose to the board of directors that an extraordinary general meeting be held. Where an independent non-executive director proposes that an extraordinary general meeting be held, the board of directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees that an extraordinary general meeting should be held within ten days of receiving the proposal.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
9	Article 49 ~~The board of supervisors~~ may propose to the board of directors that an extraordinary general meeting be held and shall make any such proposal to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, departmental rules, normative documents, regulatory rules of the places where the shares of the Company are listed, the Hong Kong Listing Rules and the Articles of Association, give a written response on whether or not it agrees that an extraordinary general meeting should be held within ten days of receiving the proposal. Where the board of directors agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of making its resolution. Changes to the original proposal(s) in the notice shall be subject to the consent of ~~the board of supervisors~~. Where the board of directors declines to hold an extraordinary general meeting or fails to respond within ten days of receiving the proposal, the board of directors shall be deemed to be incapable of or has failed in performing the duty of convening a general meeting, in which case ~~the board of supervisors~~ may convene and preside over such meeting by itself.	Article 49 The audit committee may propose to the board of directors that an extraordinary general meeting be held and shall make any such proposal to the board of directors in writing. The board of directors shall, in accordance with laws, administrative regulations, departmental rules, normative documents, regulatory rules of the places where the shares of the Company are listed, the Hong Kong Listing Rules and the Articles of Association, give a written response on whether or not it agrees that an extraordinary general meeting should be held within ten days of receiving the proposal. Where the board of directors agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of making its resolution. Changes to the original proposal(s) in the notice shall be subject to the consent of the audit committee. Where the board of directors declines to hold an extraordinary general meeting or fails to respond within ten days of receiving the proposal, the board of directors shall be deemed to be incapable of or has failed in performing the duty of convening a general meeting, in which case the audit committee may convene and preside over such meeting by itself.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
10	Article 50 Where the board of directors agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of making its resolution. Changes to the original request(s) in the notice shall be subject to the consent of the shareholders concerned. Where the board of directors declines to hold an extraordinary general meeting or fails to respond within ten days of receiving the request, shareholder(s) individually or collectively holding 10% or more of the Company's shares shall have the right to propose to ~~the board of supervisors~~ to convene an extraordinary general meeting; any such request to ~~the board of supervisors~~ shall be made in writing. Where ~~the board of supervisors~~ agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of receiving the request. Changes to the original proposal(s) in the notice shall be subject to the consent of the shareholders concerned. Failure of ~~the board of supervisors~~ to issue the general meeting notice within the stipulated period shall be deemed as the failure of the ~~board of supervisors~~ to convene and preside over a general meeting, and shareholders individually or collectively holding 10% or more of the Company's shares for 90 or more consecutive days shall be entitled to convene and preside over such meeting on their own.	Article 50 Where the board of directors agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of making its resolution. Changes to the original request(s) in the notice shall be subject to the consent of the shareholders concerned. Where the board of directors declines to hold an extraordinary general meeting or fails to respond within ten days of receiving the request, shareholder(s) individually or collectively holding 10% or more of the Company's shares shall have the right to propose to the audit committee to convene an extraordinary general meeting; any such request to the audit committee shall be made in writing. Where the audit committee agrees to hold an extraordinary general meeting, it shall send out a general meeting notice within five days of receiving the request. Changes to the original proposal(s) in the notice shall be subject to the consent of the shareholders concerned. Failure of the audit committee to issue the general meeting notice within the stipulated period shall be deemed as the failure of the audit committee to convene and preside over a general meeting, and shareholders individually or collectively holding 10% or more of the Company's shares for 90 or more consecutive days shall be entitled to convene and preside over such meeting on their own.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
11	Article 51 Where ~~the board of supervisors~~ or shareholders decide(s) to convene a general meeting on their own, they shall ~~simultaneously~~ take corresponding actions in accordance with the regulatory rules of the places where the Company's shares are listed. Before announcing the resolutions of the general meeting, the convening shareholders should not hold less than 10% of the shares. ~~The board of supervisors~~ or the convening shareholders shall, when issuing the notice of the general meeting and the announcement of the general meeting resolutions, take corresponding actions in accordance with the regulatory rules of the places where the Company's shares are listed.	Article 51 Where the audit committee or shareholders decide(s) to convene a general meeting on their own, they shall notify the board of directors in writing and, at the same time, take corresponding actions in accordance with the regulatory rules of the places where the Company's shares are listed. Before announcing the resolutions of the general meeting, the convening shareholders should not hold less than 10% of the shares. The audit committee or the convening shareholders shall, when issuing the notice of the general meeting and the announcement of the general meeting resolutions, take corresponding actions in accordance with laws, regulations and the regulatory rules of the places where the Company's shares are listed.
12	Article 52 When a general meeting is convened by ~~the board of supervisors~~ or shareholders on their own, the board of directors and the company secretary shall assist. The board of directors shall provide the register of shareholders on the date of record.	Article 52 When a general meeting is convened by the audit committee or shareholders on their own, the board of directors and the company secretary shall assist. The board of directors shall provide the register of shareholders on the date of record.
13	Article 53 If ~~the board of supervisors~~ or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.	Article 53 If the audit committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
14	Article 55 Whenever the Company convenes a general meeting, the board of directors, ~~the board of supervisors~~ and shareholders individually or collectively holding 1% or more of the shares of the Company shall be entitled to put forward proposals to the Company. Shareholders individually or collectively holding 1% or more of the shares of the Company may submit interim proposals in writing to the convenor ten days prior to the date of general meeting or within the period prescribed by the regulatory rules of the places where the Company's shares are listed. The convenor shall issue a supplemental notice of general meeting within two days of receiving the proposal or within the period prescribed by the regulatory rules of the places where the Company's shares are listed, ~~with such interim proposals announced.~~ 	Article 55 Whenever the Company convenes a general meeting, the board of directors, ~~the~~ audit committee and shareholders individually or collectively holding 1% or more of the shares of the Company shall be entitled to put forward proposals to the Company. Shareholders individually or collectively holding 1% or more of the shares of the Company may submit interim proposals in writing to the convenor ten days prior to the date of general meeting or within the period prescribed by the regulatory rules of the places where the Company's shares are listed. The convenor shall issue a supplemental notice of general meeting within two days of receiving the proposal or within the period prescribed by the regulatory rules of the places where the Company's shares are listed, and submit the interim proposal to a general meeting for consideration, except for those interim proposals that violate the provisions of laws, administrative regulations, or the Articles of Association, or if it falls outside the scope of the general meeting's authority.
15	Article 58 Notice of the general meeting shall be given in writing and include the following contents: (VII) the nature and extent of directors, ~~supervisors,~~ managers, and other senior management personnel's interest if they have a significant interest in the matters to be discussed. If the matters to be discussed affect these personnel as shareholders differently from other shareholders of the same category, this difference must be explained; 	Article 58 Notice of the general meeting shall be given in writing and include the following contents: (VII) the nature and extent of directors, general managers, and other senior management personnel's interest if they have a significant interest in the matters to be discussed. If the matters to be discussed affect these personnel as shareholders differently from other shareholders of the same category, this difference must be explained;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
16	Article 59 If the proposal for the election of directors ~~and supervisors~~ is submitted to the general meeting, the notice of such general meeting shall fully disclose the details of the candidates for directors ~~and supervisors~~, and shall at least include the following contents: (V) other matters required to be disclosed under the listing rules of the places where the Company's shares are listed. Unless cumulative voting is adopted for the election of directors ~~or supervisors~~, each candidate shall be proposed as a separate proposal.	Article 59 If the proposal for the election of directors is submitted to the general meeting, the notice of such general meeting shall fully disclose the details of the candidates for directors, and shall at least include the following contents: (V) other matters required to be disclosed under the listing rules of the places where the Company's shares are listed. Unless cumulative voting is adopted for the election of directors, each candidate shall be proposed as a separate proposal.
17	Article 61 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. The notice referred to in the preceding paragraph shall include the notice of general meeting, notice of meeting of board of directors ~~and board of supervisors~~.	Article 61 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions passed at the meeting. The notice referred to in the preceding paragraph shall include the notice of general meeting, notice of meeting of board of directors.
18	Article 72 When a general meeting is convened, all the directors, ~~supervisors~~ and the company secretary of the Company shall attend the meeting, and general manager and other senior management personnel shall be present at such meeting. For those that are unable to attend or be present at the meeting for unavoidable reasons, the Company may provide convenience to those persons by providing to them access to video, telephone, internet and other means as practicable under the then circumstance.	Article 72 When a general meeting is convened, all the directors and the company secretary of the Company shall attend the meeting, and general manager and other senior management personnel shall be present at such meeting. For those that are unable to attend or be present at the meeting for unavoidable reasons, the Company may provide convenience to those persons by providing to them access to video, telephone, internet and other means as practicable under the then circumstance.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
19	Article 73 If a general meeting is convened by the board of directors, the meeting shall be chaired and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge or fails to discharge his/her duties, the meeting shall be chaired and presided over by a director elected by more than one half of the directors. If a general meeting is convened by ~~the board of supervisors~~, the meeting shall be presided over by ~~the chairman of the board of supervisors~~. Where ~~the chairman of the board of supervisors~~ is unable to discharge or fails to discharge his/her duties, the meeting shall be presided over by a ~~supervisor~~ elected by more than one half of ~~the supervisors~~. If a general meeting is convened by the shareholders themselves, the convener ~~will~~ nominate ~~a representative to~~ preside over the meeting. When a general meeting is convened, if the chairman of the meeting contravenes the Articles of Association or the Rules of Procedure for General Meetings of the Company, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed.	Article 73 If a general meeting is convened by the board of directors, the meeting shall be chaired and presided over by the chairman of the board of directors. Where the chairman of the board of directors is unable to discharge or fails to discharge his/her duties, the meeting shall be chaired and presided over by a director elected by more than one half of the directors. If a general meeting is convened by the audit committee, the meeting shall be presided over by the convener of the audit committee. Where the convener of the audit committee is unable to discharge or fails to discharge his/her duties, the meeting shall be presided over by a member of the audit committee elected by more than one half of members of the audit committee. If a general meeting is convened by the shareholders themselves, the convener or the representative he/she nominates shall preside over the meeting. When a general meeting is convened, if the chairman of the meeting contravenes the Articles of Association or the Rules of Procedure for General Meetings of the Company, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed.
20	Article 75 At the annual general meeting, the board of directors ~~and the board of supervisors~~ shall report their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.	Article 75 At the annual general meeting, the board of directors shall report their work for the past year to the general meeting. Each independent non-executive director shall also present a work report.
21	Article 76 Directors, ~~supervisors~~ and senior management personnel shall provide explanations regarding the enquiries and suggestions from shareholders at the general meeting.	Article 76 Directors and senior management personnel shall provide explanations regarding the enquiries and suggestions from shareholders at the general meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
22	Article 78 Minutes shall be prepared for general meetings by the company secretary. The minutes shall state the following contents: (I) time, venue and agenda of the meeting and name of the convener; (II) the name of the chairman of the meeting and the names of the directors, ~~supervisors~~, general manager and other senior management personnel attending or present at the meeting; (V) shareholders' questions, suggestions and corresponding answers or explanations; 	Article 78 Minutes shall be prepared for general meetings by the company secretary. The minutes shall state the following contents: (I) time, venue and agenda of the meeting and name of the convener; (II) the name of the chairman of the meeting and the names of the directors, general manager and other senior management personnel attending or present at the meeting; (V) shareholders' questions, suggestions and corresponding answers or explanations;
23	Article 79 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, ~~supervisors~~, company secretaries, conveners or his/her representative and the chairman of the meeting shall sign on the minutes. 	Article 79 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, company secretaries, conveners or his/her representative attending or present at the meeting, and the chairman of the meeting shall sign on the minutes.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
24	Article 82 The following matters shall be approved by an ordinary resolution at the general meeting: (I) work reports from the board of directors ~~and the board of supervisors~~; (II) profit distribution plans and loss coverage plans proposed by the board of directors; (III) appointments and removals of members of the board of directors ~~and the board of supervisors~~, including their remunerations and payment methods; ~~(IV) annual reports of the Company;~~ (V) appointments, removals, or non-renewals of accounting firms, including their compensation; (VI) other significant matters exceeding the investment and decision-making authority of the board of directors as stipulated in the Articles of Association; (VII) other matters that, except as required by laws, administrative regulations, departmental rules, normative documents, laws and regulations and the listing rules of the places where the Company's shares are listed, or the Articles of Association, shall be approved by a special resolution.	Article 82 The following matters shall be approved by an ordinary resolution at the general meeting: (I) work reports from the board of directors; (II) profit distribution plans and loss coverage plans proposed by the board of directors; (III) appointments and removals of members of the board of directors, including their remunerations and payment methods; (IV) appointments, removals, or non-renewals of accounting firms, including their compensation; (V) other significant matters exceeding the investment and decision-making authority of the board of directors as stipulated in the Articles of Association; (VI) other matters that, except as required by laws, administrative regulations, departmental rules, normative documents, laws and regulations and the listing rules of the places where the Company's shares are listed, or the Articles of Association, shall be approved by a special resolution.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
25	Article 85 When any related (connected) transaction is being considered at the general meeting, the connected shareholders shall abstain from voting, ... and the abstention and voting procedures for connected party shareholders shall be as follows: (II) when any related (connected) transaction is being considered at the general meeting, the chairman of the meeting shall announce the shareholders with connected relationships, and explain the connected shareholders' relationships with the related (connected) transactions; (III) the chairman of the meeting shall request the connected shareholders to abstain, and non-connected shareholders shall consider and vote on the related (connected) transactions; if the chairman of the meeting needs to abstain, the chairman of the meeting shall voluntarily abstain, and shareholders, unrelated directors and ~~supervisors~~ present at the meeting have the right to request the chairman of the meeting to abstain; (V) if a connected shareholder does not voluntarily apply for abstention, other shareholders or shareholders' representatives attending the general meeting shall have the right to request the connected shareholder to abstain. If other shareholders or shareholder representatives make an abstain request, and the requested shareholder considers that he/she does not fall within the scope of the abstention, the chairman of the general meeting shall, after discussion with the on-site directors, ~~supervisors~~ and relevant shareholders, determine whether such shareholder shall abstain from voting; 	Article 85 When any related (connected) transaction is being considered at the general meeting, the connected shareholders shall abstain from voting, ... and the abstention and voting procedures for connected party shareholders shall be as follows: (II) when any related (connected) transaction is being considered at the general meeting, the chairman of the meeting shall announce the shareholders with connected relationships, and explain the connected shareholders' relationships with the related (connected) transactions; (III) the chairman of the meeting shall request the connected shareholders to abstain, and non-connected shareholders shall consider and vote on the related (connected) transactions; if the chairman of the meeting needs to abstain, the chairman of the meeting shall voluntarily abstain, and shareholders, unrelated directors and members of the audit committee present at the meeting have the right to request the chairman of the meeting to abstain; (V) if a connected shareholder does not voluntarily apply for abstention, other shareholders or shareholders' representatives attending the general meeting shall have the right to request the connected shareholder to abstain. If other shareholders or shareholder representatives make an abstain request, and the requested shareholder considers that he/she does not fall within the scope of the abstention, the chairman of the general meeting shall, after discussion with the on-site directors, members of the audit committee and relevant shareholders, determine whether such shareholder shall abstain from voting;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
26	Article 86 The list of candidates for directors ~~and supervisors~~ shall be submitted to the general meeting for voting in the form of a proposal. The methods and procedures for nominating directors and supervisors are as follows: (I) candidates for the Company's directors of are nominated by the board of directors or by shareholders individually or collectively holding 1% or more of the Company's shares, and shall be submitted by the board of directors to the general meeting for election in the form of a proposal; ~~(II) candidates for the Company's supervisors who are shareholder representatives shall be nominated by shareholders individually or collectively holding 1% or more of the Company's shares or the board of supervisors, and shall be submitted by the board of supervisors to the general meeting for election in the form of a proposal;~~ ~~(III) candidates for the Company's supervisors who are employee representatives shall be directly appointed to the board of supervisors after being elected by the Workers' Congress, Employees' Congress, or other democratic elections;~~	Article 86 The list of candidates for directors shall be submitted to the general meeting for voting in the form of a proposal. The methods and procedures for nominating directors and supervisors are as follows: (I) candidates for the Company's directors of are nominated by the board of directors or by shareholders individually or collectively holding 1% or more of the Company's shares, and shall be submitted by the board of directors to the general meeting for election in the form of a proposal; (II) nominees should provide the board of directors with the resumes and basic information of the candidates for director they propose. The board of directors should issue an announcement prior to the general meeting. The announcement shall disclose in detail the number of directors to be elected, the qualifications of nominators, the qualifications of candidates, the preliminary review procedures for candidates, and the resumes and basic information of candidates, thereby facilitating institutional investors and medium and small shareholders in recommending candidates for directors. Candidates for directors shall make a written commitment prior to the general meeting agreeing to accept the nomination, confirming that the information disclosed publicly regarding the candidates for directors is true and complete, and guaranteeing that they will faithfully perform their duties as directors after being elected. During the election of directors at the general meeting, candidates for directors may speak in person to introduce themselves, their work experience, and their work plans after taking office.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
	(IV) nominees should provide the board of directors with the resumes and basic information of the candidates for director ~~or supervisor~~ they propose. The board of directors should issue ~~a “Preliminary Announcement of the Election”~~ prior to the general meeting. The announcement shall disclose in detail the number of directors ~~and supervisors~~ to be elected, the qualifications of nominators, the qualifications of candidates, the preliminary review procedures for candidates, and the resumes and basic information of candidates, thereby facilitating institutional investors and medium and small shareholders in recommending candidates for directors ~~and supervisors~~. Candidates for directors ~~or supervisors~~ shall make a written commitment prior to the general meeting agreeing to accept the nomination, confirming that the information disclosed publicly regarding the candidates for directors ~~or supervisors~~ is true and complete, and guaranteeing that they will faithfully perform their duties as directors ~~or supervisors~~ after being elected. During the election of directors at the general meeting, candidates for directors may speak in person to introduce themselves, their work experience, and their work plans after taking office. When shareholders vote on the election of directors ~~and supervisors~~ at the general meeting, cumulative voting shall be implemented. The cumulative voting referred to in the preceding paragraph refers to a system whereby, when electing directors ~~or supervisors~~ at the general meeting, each Share has the same number of voting rights as the number of directors ~~or supervisors~~ to be elected, and shareholders may concentrate their voting rights. The board of directors shall announce the resumes and basic information of the candidate for directors ~~and supervisors~~ to the shareholders.	When shareholders vote on the election of directors at the general meeting, cumulative voting shall be implemented. The cumulative voting referred to in the preceding paragraph refers to a system whereby, when electing directors at the general meeting, each Share has the same number of voting rights as the number of directors to be elected, and shareholders may concentrate their voting rights. The board of directors shall announce the resumes and basic information of the candidate for directors to the shareholders. The following principles shall be observed when implementing cumulative voting at the general meetings: (I) the number of candidates for directors may exceed the number proposed at the general meeting, but each shareholder may not vote for more candidates than the number of directors proposed at the general meeting, and the total number of votes cast may not exceed the number of votes held by shareholders. Otherwise, the vote shall be invalid;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
	The following principles shall be observed when implementing cumulative voting at the general meetings: (I) the number of candidates for directors ~~or supervisors~~ may exceed the number proposed at the general meeting, but each shareholder may not vote for more candidates than the number of directors ~~or supervisors~~ proposed at the general meeting, and the total number of votes cast may not exceed the number of votes held by shareholders. Otherwise, the vote shall be invalid; (III) the final candidates for directors ~~or supervisors~~ shall be determined in order of the number of votes received, but the minimum number of votes for each elected candidate must exceed half of the total number of Shares held by the shareholders (including proxies of shareholders) attending the general meeting. If the number of directors or supervisors elected is less than the number proposed by the general meeting, a second vote shall be held for all candidates for directors ~~or supervisors~~ who did not receive enough votes to fill the vacancies. If there are still not enough candidates, the Company shall hold a supplementary election at the next general meeting. If two or more candidates for directors ~~or supervisors~~ receive the same number of votes, but due to the limited number of positions available, only some of them can be elected, a separate second vote shall be conducted for the candidates for directors ~~or supervisors~~ who received the same number of votes.	(III) the final candidates for directors shall be determined in order of the number of votes received, but the minimum number of votes for each elected candidate must exceed half of the total number of Shares held by the shareholders (including proxies of shareholders) attending the general meeting. If the number of directors elected is less than the number proposed by the general meeting, a second vote shall be held for all candidates for directors who did not receive enough votes to fill the vacancies. If there are still not enough candidates, the Company shall hold a supplementary election at the next general meeting. If two or more candidates for directors receive the same number of votes, but due to the limited number of positions available, only some of them can be elected, a separate second vote shall be conducted for the candidates for directors who received the same number of votes.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
27	Article 91 Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. When a proposal is voted on at the general meeting, the shareholder's representative ~~together with the supervisory representative~~ and other relevant parties appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for counting and scrutinizing the votes in accordance with the Hong Kong Listing Rules, and the results of the vote shall be announced on site, and the results of the vote on the resolution shall be recorded in the minutes of the meeting. 	Article 91 Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. When a proposal is voted on at the general meeting, the shareholder's representative and other relevant parties appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for counting and scrutinizing the votes in accordance with the Hong Kong Listing Rules, and the results of the vote shall be announced on site, and the results of the vote on the resolution shall be recorded in the minutes of the meeting.
28	Article 97 Where a general meeting approves the proposal for the election of directors ~~and supervisors~~, the newly appointed directors ~~and supervisors~~ shall assume office on the date of the resolution of the general meeting or on the effective date of the appointment as specified in the relevant resolution, and shall remain in office until the expiration of the term of the current or new board of directors ~~or board of supervisors~~.	Article 97 Where a general meeting approves the proposal for the election of directors, the newly appointed directors shall assume office on the date of the resolution of the general meeting or on the effective date of the appointment as specified in the relevant resolution, and shall remain in office until the expiration of the term of the current or new board of directors.
29	Article 102 Directors shall comply with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the Articles of Association, and have the following diligence duties to the Company to safeguard its interests: (V) provide truthful information and materials to ~~the board of supervisors~~ and not obstruct ~~the board of supervisors or supervisors~~ from exercising their powers; 	Article 102 Directors shall comply with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and the Articles of Association, and have the following diligence duties to the Company to safeguard its interests: (V) provide truthful information and materials to the audit committee and not obstruct the audit committee or members of the audit committee from exercising their powers;
30	Article 121 ~~Board of directors' meetings~~ shall be held at least four ~~times a year~~, which shall be convened by the chairman of the board of directors and shall be notified to all directors ~~and supervisors~~ in writing (such as personal delivery, post, fax, etc.), by telephone, email, etc. 14 days before the meeting (excluding the date of the meeting).	Article 121 The board of directors may convene regular or special meetings. The board of directors shall held at least four regular meetings annually, which shall be convened by the chairman of the board of directors and shall be notified to all directors in writing (such as personal delivery, post, fax, etc.), by telephone, email, etc. 14 days before the meeting (excluding the date of the meeting).

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
31	Article 122 Shareholders representing more than one-tenth of the voting rights, or more than one-third of the directors ~~or the board of supervisors~~ may propose to convene an extraordinary meeting of the board of directors when deemed necessary. The chairman of the board of directors shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal.	Article 122 Shareholders representing more than one-tenth of the voting rights, or more than one-third of the directors, or a majority of the independent non-executive directors, or the audit committee may propose to convene an extraordinary meeting of the board of directors when deemed necessary. The chairman of the board of directors shall convene and preside over the meeting of the board of directors within 10 days after receiving the proposal.
32	Article 123 The notice of an extraordinary meeting of the board of directors shall be in writing (including by hand, by post, by fax, etc.), through email or by telephone. The time limit for the notice is as follows: 3 days before the meeting is convened, all directors, ~~supervisors~~ , general manager and company secretary shall be notified. If an extraordinary meeting of the board of directors needs to be convened as soon as possible in an emergency, a notice of the meeting may be given by telephone or other verbal means, and the meeting shall be convened immediately, provided that the convener shall make an explanation at the meeting.	Article 123 The notice of an extraordinary meeting of the board of directors shall be in writing (including by hand, by post, by fax, etc.), through email or by telephone. The time limit for the notice is as follows: 3 days before the meeting is convened, all directors, general manager and company secretary shall be notified. If an extraordinary meeting of the board of directors needs to be convened as soon as possible in an emergency, a notice of the meeting may be given by telephone or other verbal means, and the meeting shall be convened immediately, provided that the convener shall make an explanation at the meeting.
33	Article 126 Where a director, ~~supervisor~~ , general manager and other senior management personnel of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement entered into or planned to enter into with the Company (except for the employment contract between the Company and the director, ~~supervisor~~ , general manager or other senior management personnel), the nature and extent of such interest shall be disclosed to the board of directors as soon as possible, regardless of whether the relevant matter normally requires the approval of the board of directors. 	Article 126 Where a director, general manager and other senior management personnel of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement entered into or planned to enter into with the Company (except for the employment contract between the Company and the director, general manager or other senior management personnel), the nature and extent of such interest shall be disclosed to the board of directors as soon as possible, regardless of whether the relevant matter normally requires the approval of the board of directors.
34	Article 139 The general manager, as required by the board of directors ~~or the board of supervisors~~ , report to them on the signing and implementation of the Company's material contracts, use of funds and the Company's profit or loss. The general manager must ensure the authenticity of the report.	Article 139 The general manager, as required by the board of directors or the audit committee , report to them on the signing and implementation of the Company's material contracts, use of funds and the Company's profit or loss. The general manager must ensure the authenticity of the report.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
35	Article 140 The general manager shall formulate the working rules of the general manager, which shall be implemented after the approval of the board of directors. The working rules of the general manager include the following: (III) the use of the Company's funds and assets, the authority to sign of material contracts, and the reporting system to the board of directors and ~~the board of supervisors~~; 	Article 140 The general manager shall formulate the working rules of the general manager, which shall be implemented after the approval of the board of directors. The working rules of the general manager include the following: (III) the use of the Company's funds and assets, the authority to sign of material contracts, and the reporting system to the board of directors and the audit committee;
36	~~Article 143 The general manager may submit his/her resignation before the expiry of his/her term of service. The specific procedures and methods concerning the general manager's resignation are specified in the employment contract between the general manager and the Company.~~	Removed
37	Article 146 A director or other senior management personnel of the Company may concurrently serve as the company secretary, ~~but a supervisor shall not concurrently serve as the company secretary.~~ Where a director concurrently serves as the company secretary, if any act is required to be carried out separately by a director and the company secretary, the person serving in both capacities shall not perform such act in a dual capacity.	Article 145 A director or other senior management personnel of the Company may concurrently serve as the company secretary. Where a director concurrently serves as the company secretary, if any act is required to be carried out separately by a director and the company secretary, the person serving in both capacities shall not perform such act in a dual capacity.
38	Article 149 Senior management personnel who intend to resign shall submit a written resignation report. The senior management personnel shall state in the resignation report the time of resignation, the reason for resignation, the position resigned, whether he/her will continue to work in the Company after resignation (if he/she continues to work, he/she shall state the situation of his continued employment), etc. If the reason for resignation may involve violations of laws and regulations or irregular operations by the Company or other directors, ~~supervisors~~, and senior management personnel, the senior management personnel who proposes to resign shall report to the board of directors in a timely manner. 	Article 148 Senior management personnel who intend to resign shall submit a written resignation report. The senior management personnel shall state in the resignation report the time of resignation, the reason for resignation, the position resigned, whether he/her will continue to work in the Company after resignation (if he/she continues to work, he/she shall state the situation of his continued employment), etc. If the reason for resignation may involve violations of laws and regulations or irregular operations by the Company or other directors and senior management personnel, the senior management personnel who proposes to resign shall report to the board of directors in a timely manner.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
39	~~CHAPTER 7 BOARD OF SUPERVISORS~~ ~~Section 1 Supervisors~~ ~~Section 2 Board of Supervisors~~	Removed
40	~~Article 150 The provisions of the Articles of Association regarding the prohibition of serving as a director also apply to supervisors. Directors, general manager and other senior management personnel may not concurrently serve as supervisors during their term of office.~~	Removed
41	~~Article 151 Supervisors shall abide by laws, administrative regulations, relevant provisions of Hong Kong securities regulatory authorities and the Articles of Association, and shall have a duty of loyalty and diligence to the Company. They shall not use their power to accept bribes or other illegal income, and shall not embezzle the Company's assets. The provisions of the Articles of Association concerning the duties of loyalty and diligence of directors, and the provisions regarding the prohibition of serving as a director also apply to supervisors.~~	Removed
42	~~Article 152 The term of office of the supervisors is 3 years. Supervisors are eligible for re-election upon expiry of their term of office.~~	Removed
43	~~Article 153 Where a supervisor fails to be re-elected in a timely manner upon expiry of the term of office, or the resignation of a supervisor during the term of office results in the number of members of the board of supervisors being less than the quorum or the number of employee representative supervisors being less than one third of the members of the board of supervisors, the former supervisor shall still perform the duties of a supervisor in accordance with the provisions of laws, administrative regulations and the Articles of Association before the re-elected supervisor takes office.~~	Removed

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
44	~~Article 154 Supervisors may resign before the expiry of their term of office. Supervisors who resign shall submit a written resignation report to the board of supervisors and state in the resignation report the time of resignation, the reason for resignation, the position resigned, whether they will continue to work in the Company after resignation (if they continue to work, they shall state the situation of their continued employment), etc.~~ ~~Except in the following circumstances, the resignation of a supervisor shall take effect when the resignation report is delivered to the board of supervisors:~~ ~~(I) the resignation of a supervisor results in the number of members of the board of supervisors being less than the statutory minimum number;~~ ~~(II) the resignation of an employee representative supervisor results in the number of employee representative supervisors being less than 1/3 of the members of the board of supervisors.~~ ~~In the above circumstances, the resignation report shall only take effect after the next supervisor fills the vacancy caused by his/her resignation. The Company shall complete the by election within 2 months. Before the resignation report takes effect, the supervisor who intends to resign shall continue to perform his/her duties in accordance with the relevant laws, administrative regulations and the provisions of the Articles of Association.~~	Removed
45	~~Article 155 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.~~	Removed
46	~~Article 156 Supervisors may attend the board of directors' meetings and raise questions or suggestions on the matters resolved by the board of directors.~~	Removed
47	~~Article 157 Supervisors shall not use their connections to harm the interests of the Company. If they cause losses to the Company, they shall be liable for compensation.~~	Removed

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
48	~~Article 158 If a supervisor violates the laws, administrative regulations, departmental rules, relevant regulations of the Hong Kong securities regulatory authorities or the provisions of the Articles of Association when performing his/her duties for the Company and causes losses to the Company, he/she shall be liable for compensation.~~	Removed
49	~~Article 159 The Company has a board of supervisors, consisting of three supervisors, with one chairperson. The chairperson is elected by a majority of all supervisors and convenes and presides over the board of supervisors' meetings. If the chairperson is unable or fails to perform these duties, more than half of the supervisors can jointly elect one supervisor to convene and preside over the meetings.~~ ~~The board of supervisors includes representatives of shareholders and employees, with employee representatives making up at least one third of the board of supervisors. Employee representatives are elected democratically by the employees of the Company through an employee representative assembly, employee assembly, or other forms.~~	Removed

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
50	~~Article 160 The board of supervisors is accountable to the general meeting and exercises the following functions and powers in accordance with the law:~~ ~~(I) review the periodic reports of the Company prepared by the board of directors and provide written audit opinions;~~ ~~(II) inspect the Company's financial affairs;~~ ~~(III) supervise the conduct of directors and senior management personnel in performing their duties for the Company and propose the removal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association, or resolutions of the general meeting;~~ ~~(IV) require directors and senior management personnel to rectify their conduct when they harm the Company's interests;~~ ~~(V) propose the convening of an extraordinary general meeting and convene and preside over general meetings when the board of directors fails to fulfill its duties to convene and preside over such meetings as stipulated by the Company Law and other laws, regulations, and listing rules of the places where the Company's shares are listed;~~ ~~(VI) submit proposals to the general meeting;~~ ~~(VII) propose the convening of an extraordinary board meeting;~~ ~~(VIII) attend board of directors' meetings and raise questions or suggestions on the matters resolved by the board of directors;~~	

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
	~~(IX) initiate litigation against directors and senior management personnel in accordance with the Company Law and provisions of the Articles of Association;~~ ~~(X) conduct investigations when any abnormal business operations of the Company are discovered, and, if necessary, engage professional institutions such as accounting firms or law firms to assist in its work, with the expenses borne by the Company;~~ ~~(XI) other powers granted by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, and the Articles of Association.~~	Removed
51	~~Article 161 Board of supervisors' meetings shall be convened at least once every six months. Supervisors may propose the convening of an extraordinary meeting of the board of supervisors. The chairman of the board of supervisors shall convene and preside over board of supervisors' meetings. If the chairman of the board of supervisors is unable or fails to perform these duties, more than half of the supervisors can jointly elect one (1) supervisor to convene and preside over the meetings.~~	Removed
52	~~Article 162 When holding a regular meeting of the board of supervisors, the meeting notice shall be delivered to all supervisors 10 days in advance; when holding an extraordinary meeting, the meeting notice shall be delivered to all supervisors 3 days in advance. If the situation is urgent and an extraordinary meeting of the board of directors needs to be held as soon as possible, the meeting notice may be issued at any time by oral or telephone or other means, but the convener shall make an explanation at the meeting.~~ ~~The notice of a meeting of the board of supervisors shall include the following contents:~~ ~~(I) date, venue and duration of the meeting;~~ ~~(II) subject matter and topics of the meeting;~~ ~~(III) date of notice.~~	Removed

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
53	~~Article 163 Board of supervisors' meetings shall be held only if more than half of the supervisors are present. Each supervisor shall have one vote. The supervisors shall attend the board of supervisors' meetings in person. Where any supervisor is unable to attend the board of supervisors' meetings for any reason, he/she may authorize another supervisor in writing to attend on his/her behalf. The power of attorney shall specify the scope of authorization.~~ ~~The matters discussed at the meeting of the board of supervisors shall be voted on by registered name or by a show of hands, and each supervisor shall have one vote. Resolutions of the board of supervisors shall be passed by a majority of all its members, provided that such resolutions comply with the laws, administrative regulations, departmental rules, normative documents, laws and regulations and the listing rules of the places where the Company's shares are listed, and the Articles of Association.~~	Removed
54	~~Article 164 The board of supervisors shall record the decisions of the matters discussed in the meeting, and the supervisors present at the meeting shall sign the meeting minutes. The supervisors have the right to request that some explanatory record of their speeches at the meeting be made in the minutes. The minutes of the board of supervisors' meetings shall be kept as company files for at least 10 years.~~	Removed
55	~~Article 165 The board of supervisors shall formulate the Rules of Procedure for the Meetings of the Board of Supervisors, specifying the procedures for discussion and voting, to ensure efficiency and sound decision making. The Rules of Procedure of the Board of Supervisors shall form an appendix to the Articles of Association, and shall be prepared by the board of supervisors and approved by the general meeting of the Company.~~	Removed

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
56	Article 180 The appointment and dismissal of accounting firm by the Company shall be subject to the approval of general meetings. The board of directors may not appoint accounting firm before the approval of the general meeting. The Audit Committee may make recommendations to the board of directors on the remuneration of the accounting firm or determine the remuneration. ~~The board of supervisors~~ may, if necessary, engage professional institution such as accounting firm to assist in its work if it discovers that the Company's operating conditions are abnormal.	Article 163 The appointment and dismissal of accounting firm by the Company shall be subject to the approval of general meetings. The board of directors may not appoint accounting firm before the approval of the general meeting. The Audit Committee may make recommendations to the board of directors on the remuneration of the accounting firm or determine the remuneration. The audit committee may, if necessary, engage professional institution such as accounting firm to assist in its work if it discovers that the Company's operating conditions are abnormal.
57	Article 182 The remuneration of the accounting firm or method for determining their remuneration shall be approved by the general meeting. The remuneration of the accounting firm appointed by ~~the board of supervisors~~ shall be determined by ~~the board of supervisors~~ .	Article 165 The remuneration of the accounting firm or method for determining their remuneration shall be approved by the general meeting. The remuneration of the accounting firm appointed by the audit committee shall be determined by the audit committee .
58	Article 186 Unless otherwise provided for herein, such means of giving out notices as provided for in the previous article shall apply to notices of the Company regarding the convening of general meetings and board of directors' meetings and ~~board of supervisors'~~ meetings.	Article 169 Unless otherwise provided for herein, such means of giving out notices as provided for in the previous article shall apply to notices of the Company regarding the convening of general meetings and board of directors' meetings and special committee meetings.
59	Article ~~200~~ Where the Company falls under the circumstances described in item (I) or (II) of Article 200 hereof and has not yet distributed its assets to shareholders, the Company may continue to exist by amending the Articles of Association or by a resolution of the general meeting. Amendments to the Articles of Association or a resolution of the general meeting pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the general meetings.	Article 183 Where the Company falls under the circumstances described in item (I) or (II) of Article 182 hereof and has not yet distributed its assets to shareholders, the Company may continue to exist by amending the Articles of Association or by a resolution of the general meeting. Amendments to the Articles of Association or a resolution of the general meeting pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the general meetings.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
60	Article 201 Where the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article ~~200~~ hereof, it shall establish a liquidation committee within 15 days as of the dissolution circumstance arises. And the liquidation shall be thereby started. The liquidation committee shall comprise of directors or those determined by the general meeting. If a liquidation committee is not established within the time limit, the creditors may apply to the People's Court to designate relevant personnel to form a liquidation committee to carry out liquidation.	Article 184 Where the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 182 hereof, it shall establish a liquidation committee within 15 days as of the dissolution circumstance arises. And the liquidation shall be thereby started. The liquidation committee shall comprise of directors or those determined by the general meeting. If a liquidation committee is not established within the time limit, the creditors may apply to the People's Court to designate relevant personnel to form a liquidation committee to carry out liquidation.
61	Article 217 The Company complies with the following rules for dispute resolution: (I) For any disputes or claims arising from the rights and obligations stipulated in the Articles of Association, the Company Law, and other relevant laws and administrative regulations related to Company affairs between shareholders of overseas listed foreign shares and the Company, between shareholders of overseas listed foreign shares and the Company's directors, ~~supervisors~~, ~~general manager (president)~~, or other senior management personnel, or between shareholders of overseas listed foreign shares and shareholders of domestic shares, the parties concerned shall submit such disputes or claims to arbitration for resolution. When submitting the aforementioned disputes or claims to arbitration, such disputes or claims shall be submitted as a whole. All persons who have a cause of action arising from the same matter or whose participation is necessary for the resolution of the dispute or claim shall be subject to arbitration provided that such persons are the Company or a shareholder, director, ~~supervisor~~, general manager ~~(president)~~, or other senior management personnel of the Company. Disputes regarding the definition of shareholders or the shareholder register may be resolved without arbitration. 	Article 200 The Company complies with the following rules for dispute resolution: (I) For any disputes or claims arising from the rights and obligations stipulated in the Articles of Association, the Company Law, and other relevant laws and administrative regulations related to Company affairs between shareholders of overseas listed foreign shares and the Company, between shareholders of overseas listed foreign shares and the Company's directors, general manager, or other senior management personnel, or between shareholders of overseas listed foreign shares and shareholders of domestic shares, the parties concerned shall submit such disputes or claims to arbitration for resolution. When submitting the aforementioned disputes or claims to arbitration, such disputes or claims shall be submitted as a whole. All persons who have a cause of action arising from the same matter or whose participation is necessary for the resolution of the dispute or claim shall be subject to arbitration provided that such persons are the Company or a shareholder, director, general manager, or other senior management personnel of the Company. Disputes regarding the definition of shareholders or the shareholder register may be resolved without arbitration.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before taking the amendments	After taking the amendments
62	Article 219 The appendices to the Articles of Association include the Rules of Procedure for the General Meetings, the Rules of Procedure for the Meetings of the Board of Directors, ~~and the Rules of Procedure for the Meetings of the Board of Supervisors.~~	Article 202 The appendices to the Articles of Association include the Rules of Procedure for the General Meetings and the Rules of Procedure for the Meetings of the Board of Directors.
63	Article 220 The Articles of Association shall take effect ~~upon the listing of the Company's H shares on the Main Board of the HKEX following its approval by the general meeting.~~	Article 220 The Articles of Association shall take effect on the date they are adopted by resolution of the general meeting. Upon the effective date of these Articles of Association, the Company's previous Articles of Association shall automatically become null and void.

DAHON TECH (SHENZHEN) CO., LTD.
Rules of Procedure for the General Meeting of Shareholders
(Revised in 2026)

CHAPTER 1 GENERAL PROVISIONS

Article 1 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 Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as the "Trial Administrative Measures"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), and the Articles of Association of Dahon Tech (Shenzhen) Co., Ltd (hereinafter referred to as the "Articles of Association") and other relevant laws and regulations in order to safeguard the legitimate rights and interests of the shareholders of DAHON TECH (SHENZHEN) CO., LTD. (hereinafter referred to as the "Company"), clarify the duties and authority of the general meeting of shareholders, and ensure that the general meeting of shareholders exercises its functions and powers in a standard manner in accordance with the law,.

CHAPTER 2 NATURE AND AUTHORITY OF THE GENERAL MEETING OF SHAREHOLDERS

Article 2 In accordance with the provisions of the Company Law and the Articles of Association, the general meeting of shareholders is the supreme organ of power of the Company. The Company shall convene the general meeting of shareholders strictly in accordance with relevant provisions such as laws, administrative regulations, and the Articles of Association to ensure that shareholders can exercise their rights according to law.

The Board shall faithfully perform its duties and organize the general meeting of shareholders diligently and on time. All Directors shall be diligent and responsible to ensure that the general meeting of shareholders is convened normally and exercises its functions and powers in accordance with the law.

Article 3 The general meeting of shareholders shall exercise its duties and authority within the scope stipulated by the Company Law, the relevant regulatory rules of the securities regulatory authorities where the Company's shares are listed, and the Articles of Association.

CHAPTER 3 CONVENING OF GENERAL MEETINGS OF SHAREHOLDERS

Article 4 General meetings of shareholders are divided into annual general meetings and extraordinary general meetings. General meetings of shareholders shall be convened by the Board. The annual general meeting shall be held once a year, and shall be held within six months after the end of the previous accounting year. Extraordinary general meetings are convened irregularly. When circumstances stipulated by the Company Law or the relevant regulatory rules of the securities regulatory authorities where the Company's shares are listed require an extraordinary general meeting to be convened, the extraordinary general meeting shall be convened within two months.

If the Company is unable to convene a general meeting of shareholders within the aforementioned period, it shall report to the dispatched institution of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") where the Company is located and the stock exchange, explain the reasons, and make an announcement.

Article 5 General meetings of shareholders shall be convened by the Board in accordance with the law. With the consent of more than half of all independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board to convene an extraordinary general meeting. Regarding the proposal of the independent non-executive Directors to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide written feedback agreeing or disagreeing to convene the extraordinary general meeting within 10 days after receiving the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting of shareholders within 5 days after making the Board resolution; if the Board does not agree to convene the extraordinary general meeting, it shall explain the reasons.

Where the securities regulatory authorities in the place where the Company's shares are listed have other provisions, such provisions shall prevail.

Article 6 The audit committee of the Board (hereinafter referred to as the "Audit Committee") shall have the right to propose to the Board to convene an extraordinary general meeting, and such proposal shall be made to the Board in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents, regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules, and the Articles of Association, provide written feedback agreeing or disagreeing to convene the extraordinary general meeting within 10 days after receiving the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting of shareholders within 5 days after making the Board resolution. Any changes to the original proposal in the notice shall obtain the consent of the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting, or fails to provide written feedback within 10 days after receiving the proposal, the Board shall be deemed unable to perform or failing to perform the duty of convening the general meeting of shareholders, and the Audit Committee may convene and preside over the meeting on its own.

Article 7 Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board to convene an extraordinary general meeting, and such request shall be made to the Board in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide written feedback agreeing or disagreeing to convene the extraordinary general meeting within 10 days after receiving the request.

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

If the Board does not agree to convene the extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit the request to the Audit Committee in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting of shareholders within 5 days after receiving the request. Any changes to the original proposal in the notice shall obtain the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the general meeting of shareholders within the prescribed period, the Audit Committee shall be deemed not to convene and preside over the general meeting of shareholders, and shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own.

If the extraordinary general meeting is convened in accordance with the provisions of the regulatory rules for listed securities of the Company, the actual convening date of the extraordinary general meeting may be adjusted according to the approval progress of the stock exchange where the Company's shares are listed.

Article 8 If the Audit Committee or the convening shareholders decide to convene a general meeting of shareholders on their own, they shall notify the Board in writing, and simultaneously file for record with the dispatched institution of the CSRC where the Company is located and the stock exchange.

Prior to the announcement of the resolution of the general meeting of shareholders, the shareholding proportion of the convening shareholders shall not be less than 10%. The Audit Committee or the convening shareholders shall submit relevant supporting materials to the stock exchange when issuing the notice of the general meeting of shareholders and the announcement of the resolution of the general meeting of shareholders.

Article 9 For a general meeting of shareholders convened by the Audit Committee or shareholders on their own, the Board and the company secretary shall cooperate.

Article 10 The necessary expenses for the general meeting of shareholders convened by the Audit Committee or the shareholders on their own shall be borne by the Company.

CHAPTER 4 PROPOSALS AND NOTICES OF THE GENERAL MEETING OF SHAREHOLDERS

Article 11 The content of the proposals shall fall within the scope of duties and authority of the general meeting of shareholders, have clear topics and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations, the regulatory rules where the Company's shares are listed, and the Articles of Association. Proposals shall be made in written form.

Article 12 When the Company convenes a general meeting of shareholders, the Board, the Audit Committee, and shareholders individually or jointly holding 1% or more of the Company's shares shall have the right to submit proposals to the Company. The Company shall include matters in the proposals that fall within the scope of duties and authority of the general meeting of shareholders into the agenda of such meeting.

Article 13 Shareholders individually or jointly holding 1% or more of the Company's shares may submit ad hoc proposals in writing to the convenor 10 days before the convening of the general meeting of shareholders or within the time limit prescribed by the regulatory rules where the Company's shares are listed. The convenor shall issue a supplementary notice of the general meeting of shareholders within 2 days after receiving the proposal or within the time limit prescribed by the regulatory rules where the Company's shares are listed, to announce the content of the ad hoc proposal, and submit the ad hoc proposal to the general meeting of shareholders for consideration. However, exceptions apply if the ad hoc proposal violates the provisions of laws, administrative regulations, or the Articles of Association, or does not fall within the scope of duties and authority of the general meeting of shareholders.

Except as provided in the preceding paragraph, the convenor shall not amend the proposals already listed in the notice of the general meeting of shareholders or add new proposals after issuing the notice of the general meeting of shareholders.

The general meeting of shareholders shall not vote and make resolutions on proposals that are not listed in the notice of the general meeting of shareholders or that do not comply with the provisions of Article 12 of these rules.

Article 14 The convenor shall notify all shareholders by announcement 21 days prior to the convening of the annual general meeting, and notify all shareholders by announcement 15 days prior to the convening of the extraordinary general meeting. When calculating the starting period, the Company shall not include the date of convening the meeting.

Article 15 The notice of the general meeting of shareholders shall be made in written form and include the following contents:

- (1) The time, venue, and duration of the meeting;
- (2) The matters and proposals submitted to the meeting for consideration;
- (3) A statement in prominent text specifying that: all ordinary shareholders, and other shareholders have the right to attend the general meeting of shareholders, and may authorise proxies in writing to attend the meeting and participate in voting on their behalf, and such proxy need not be a shareholder of the Company;
- (4) The record date for shareholders entitled to attend the general meeting of shareholders;
- (5) The name and telephone number of the permanent contact person for meeting affairs;
- (6) To provide shareholders with the information and explanations necessary for them to make informed decisions on the matters to be discussed; this principle includes (but is not limited to) when the Company proposes a merger, share repurchase, share capital restructuring, or other reorganization, the specific conditions and contracts (if any) of the proposed transaction shall be provided, and earnest explanations regarding the causes and consequences shall be made;
- (7) If any Director, general manager, and other senior management has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the impact of the matters to be discussed on such Director, general manager, and other senior management in their capacity as shareholders differs from the impact on other shareholders of the same class, the difference shall be explained;
- (8) Containing the full text of any special resolution proposed to be passed at the meeting;
- (9) Specifying the delivery time and location for the proxy form for voting at the meeting;
- (10) The voting time and voting procedures by other voting means (if any);
- (11) Other matters stipulated by laws, administrative regulations, normative documents, and the relevant regulatory rules of the securities regulatory authorities where the Company's shares are listed.

Article 16 The notice and supplementary notice of the general meeting of shareholders shall fully and completely disclose all specific contents of all proposals, as well as all information or explanations necessary for shareholders to make reasonable judgments on the matters to be discussed.

Regarding the publication of the supplementary notice of the general meeting of shareholders, if the regulatory rules of the securities regulatory authorities where the Company's shares are listed have special provisions, such provisions shall prevail.

Article 17 The interval between the record date and the meeting date shall comply with the regulations of the relevant regulatory authorities in the place where the Company's shares are listed. Once confirmed, the record date shall not be changed.

Article 18 After the notice of the general meeting of shareholders is issued, the general meeting of shareholders shall not be postponed or cancelled, and the proposals listed in the notice of the general meeting of shareholders shall not be cancelled, without proper reasons. In the event of a postponement or cancellation, the convenor shall notify all shareholders and explain the reasons at least 2 working days before the originally scheduled convening date. If the Company postpones the convening of the general meeting of shareholders, the record date specified in the notice shall not be changed. If the regulatory rules of the securities regulatory authorities where the Company's shares are listed have special provisions on the procedures for postponing or cancelling the general meeting of shareholders, such provisions shall prevail, provided that they do not violate domestic regulatory requirements.

If the general meeting of shareholders must be postponed due to the publication of the supplementary notice of the general meeting of shareholders in accordance with the regulatory rules of the securities regulatory authorities where the Company's shares are listed, the convening of the general meeting of shareholders shall be postponed in accordance with the regulatory rules of the securities regulatory authorities where the Company's shares are listed. At the same time when the notice is issued, a proxy form shall be delivered simultaneously, and such form shall provide options for voting for or against all resolutions proposed to be presented at the meeting.

Article 19 If the general meeting of shareholders proposes to discuss matters regarding the election of Directors, the notice of the general meeting of shareholders shall fully disclose the detailed information of the candidates for Directors in accordance with the requirements of the stock exchange where the Company's shares are listed.

Except for the election of Directors using the cumulative voting system, each candidate for Director shall be proposed as a single item proposal.

Article 20 The Board shall provide each attending shareholder (or shareholder proxy), Director, and other senior management with a set of documentary materials including the meeting agenda, meeting proposals, and voting ballots regarding the topics considered at the general meeting of shareholders, to ensure that the attendees can understand the contents under consideration and make accurate judgments. Where the proposing

shareholders convene and preside over the general meeting of shareholders on their own, the proposing shareholders shall provide the documentary materials in accordance with the above requirements.

CHAPTER 5 QUALIFICATION DETERMINATION AND REGISTRATION OF SHAREHOLDERS ATTENDING THE GENERAL MEETING OF SHAREHOLDERS

Article 21 A shareholder may attend the general meeting of shareholders in person, or may entrust a proxy to attend and vote on his behalf, both of which shall have the same legal effect. The shareholder shall entrust a proxy in writing (except where the shareholder is a recognized clearing house or its nominee (hereinafter referred to as the “Recognized Clearing House”) as defined by the relevant ordinances of Hong Kong laws in force from time to time or the regulatory rules of the securities regulatory authorities where the Company’s shares are listed), signed by the appointer or the proxy entrusted by him in writing; if the appointer is a legal person, the proxy form shall be affixed with the legal person’s seal or signed by its duly appointed proxy.

If the shareholder is a Recognized Clearing House, the Recognized Clearing House may authorise one or more persons it deems appropriate to act as its representative(s) at any general meeting of shareholders or any meeting of creditors; provided that, if more than one person is authorised, the power of attorney shall specify the number and class of shares involved in the authorisation of each such person. The person(s) so authorised may exercise the rights on behalf of the Recognized Clearing House as if such person were an individual shareholder of the Company.

Article 22 Shareholders intending to attend the general meeting of shareholders shall register at the date and location required in the notice:

- (1) Where a legal representative attends the general meeting of shareholders on behalf of a legal person shareholder, he shall produce his identity card and proof of his capacity as a legal representative;
- (2) Where a proxy other than the legal representative attends the general meeting of shareholders on behalf of a legal person shareholder, he shall produce his identity card and a written proxy form affixed with the seal of the legal person or signed by the legal representative;
- (3) Where an individual shareholder attends the general meeting of shareholders in person, he shall produce his identity card or other valid documents or certificates indicating his identity, and evidence of shareholding;
- (4) Where a proxy attends the general meeting of shareholders on behalf of an individual shareholder, he shall produce the appointer’s identity card, a power of attorney personally signed by the appointer, and the proxy’s own identity card;

- (5) Persons attending the meeting shall present the aforementioned power of attorney and original identity card to the meeting registration desk, and submit the original or copy of the aforementioned credentials to the meeting registration desk; shareholders from other locations may register by letter or facsimile, and the letter or facsimile shall contain the documentary materials of the above contents.

Article 23 The power of attorney issued by a shareholder to entrust another person to attend the general meeting of shareholders shall specify the following contents:

- (1) The name of the appointer, and the class and number of the Company's shares held;
- (2) The name of the proxy;
- (3) Specific instructions from the shareholder, including instructions to vote for, against, or abstain on each matter under consideration listed on the agenda of the general meeting of shareholders; the proxy form shall indicate whether the proxy may vote at his own discretion if the shareholder does not give specific instructions. If the proxy form does not give specific instructions, the proxy is deemed to be authorised to vote at his own discretion;
- (4) The date of issuance and valid period of the proxy form;
- (5) The signature (or seal) of the appointer. If the appointer is a legal person shareholder, the seal of the legal entity shall be affixed;
- (6) Other matters required to be specified by the listing regulatory rules where the Company's shares are listed.

Article 24 The power of attorney for voting by proxy shall be placed at the domicile of the Company or other places specified in the notice of convening the meeting at least twenty-four hours before the convening of the relevant meeting for which the power of attorney entrusts the voting, or twenty-four hours before the designated voting time. Where the power of attorney for proxy voting is signed by another person authorised by the appointer, the power of attorney or other authorisation documents for such authorised signature shall be notarised. The notarised power of attorney or other authorisation documents, and the power of attorney for voting by proxy shall all be placed at the domicile of the Company or other places specified in the notice of convening the meeting.

Where the appointer is a legal person, its legal representative or the person authorised by the resolution of its board of directors or other decision-making bodies shall attend the general meeting of shareholders of the Company as a representative.

Where the appointer is an unincorporated organization, its person-in-charge or the person authorised by the resolution of its decision-making body shall attend the general meeting of shareholders of the Company as a representative.

In the event of the death, loss of capacity of the appointer, revocation of the appointment, revocation of the authority under which the appointment was signed, or the transfer of the relevant shares prior to voting, the vote cast by the shareholder proxy in accordance with the power of attorney shall remain valid, provided that the Company has not received written notice of such matters prior to the commencement of the relevant meeting.

Article 25 If the shareholder is a Recognized Clearing House (or its nominee) as defined by the Securities and Futures Ordinance of Hong Kong or the relevant ordinances of Hong Kong laws in force from time to time, such shareholder may authorise one or more persons it deems appropriate to act as its proxy at any general meeting of shareholders; provided that, if more than one person is authorised, the power of attorney shall specify the number and class of shares involved in the authorisation of each such person. The person(s) so authorised may exercise rights on behalf of the Recognized Clearing House (or its nominee) (without producing share certificates, notarised authorisation and/or further evidence to prove their formal authorisation) as if such person were an individual shareholder of the Company, enjoying statutory rights equivalent to those enjoyed by other shareholders, including the right to speak and vote.

Article 26 Under any of the following circumstances regarding the relevant credentials submitted by the persons attending the meeting, their qualification to attend the meeting shall be deemed invalid:

- (1) The identity card of the appointer or the person attending the meeting is forged, expired, altered, has an incorrect number of digits, or otherwise fails to comply with the provisions of the Resident Identity Card Law;
- (2) The identity card information submitted by the appointer or the person attending the meeting is illegible;
- (3) Where the same shareholder entrusts multiple persons to attend the meeting, the specimen signatures on the proxy forms are obviously inconsistent;
- (4) The specimen signature on the proxy form transmitted for facsimile registration is obviously inconsistent with the specimen signature on the proxy form submitted when actually attending the meeting;
- (5) The power of attorney is not signed or sealed by the appointer;
- (6) Other relevant credentials submitted by the appointer or the person attending the meeting on his behalf obviously violate the provisions of laws, regulations, and the Articles of Association.

Article 27 Where the qualification of the appointer or his proxy to attend the meeting is deemed invalid due to unclear authorisation by the appointer or the failure of the relevant credentials submitted by his proxy (such as proof of the appointer's legal identity and the

entrustment relationship) to comply with the provisions of laws, regulations, and the Articles of Association, the appointer or his proxy shall bear the corresponding legal consequences.

Article 28 The convenor shall verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities depository and clearing institution, and register the names of the shareholders and the number of voting shares held by them. Meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held by them.

CHAPTER 6 CONVENING OF THE MEETING

Article 29 The general meeting of shareholders of the Company shall be held at the domicile of the Company or other locations specified in the meeting notice. A venue shall be set up for the general meeting of shareholders, and it shall be convened in the form of an on-site meeting. The Company will also provide an online voting method to facilitate shareholders' participation in the general meeting of shareholders. Shareholders participating in the general meeting of shareholders through the aforementioned method shall be deemed as present.

Article 30 The Board and other convenors shall take necessary measures to ensure the normal order of the general meeting of shareholders. For acts that interfere with the general meeting of shareholders, pick quarrels and provoke trouble, and infringe upon the legitimate rights and interests of shareholders, measures shall be taken to stop them and they shall be promptly reported to the relevant departments for investigation and punishment.

Article 31 The Company shall convene the general meeting of shareholders strictly in accordance with laws, administrative regulations, these rules, and the relevant provisions of the Articles of Association, to ensure that shareholders can exercise their rights according to law. The Board of the Company shall faithfully perform its duties and organize the general meeting of shareholders diligently and on time. All Directors of the Company shall be diligent and responsible to ensure that the general meeting of shareholders is convened normally and exercises its functions and powers in accordance with the law.

Article 32 When the Company convenes a general meeting of shareholders, all Directors and the company secretary shall attend the meeting, and the general manager and other senior management shall attend the meeting as observers. Subject to compliance with the regulatory rules of the securities regulatory authorities where the Company's shares are listed, the aforementioned persons may attend the meeting or attend the meeting as observers via network, video, telephone, or other means with equivalent effect.

CHAPTER 7 MEETING SIGN-IN

Article 33 The sign-in register of persons attending the meeting shall be prepared by the Company. The sign-in register shall specify matters such as the names of the persons attending the meeting (or names of the entities), identity card numbers, residential addresses, the number of voting shares held or represented, and the names of the appointers (or names of the entities).

Article 34 Registered shareholders shall present their identity documents and sign on the sign-in register. Unregistered shareholders shall submit the documents stipulated in Chapter 5 of these rules; shareholders who meet the conditions specified in the meeting notice upon verification may participate in the current general meeting of shareholders after signing on the sign-in register.

**CHAPTER 8 RULES OF PROCEDURE AND VOTING PROCEDURES FOR THE
GENERAL MEETING OF SHAREHOLDERS**

Article 35 Where the general meeting of shareholders is convened by the Board, the meeting shall be presided over by the chairman of the Board. If the chairman of the Board is unable to or fails to perform his duties, a Director jointly elected by more than half of the Directors shall preside over the meeting. If the Directors fail to elect a chairman of the meeting, the shareholders attending the meeting shall jointly elect one shareholder to preside over the meeting; if, for any reason, the shareholders are unable to elect a person to preside over the meeting, the shareholder (or shareholder proxy) attending the meeting holding the most voting shares shall preside over the meeting.

Article 36 A general meeting of shareholders convened by the Audit Committee on its own shall be presided over by the convenor of the Audit Committee. If the convenor of the Audit Committee is unable to or fails to perform his duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting. If the members of the Audit Committee fail to elect a chairman of the meeting, the shareholders attending the meeting shall jointly elect one shareholder to preside over the meeting; if, for any reason, the shareholders are unable to elect a person to preside over the meeting, the shareholder (or shareholder proxy) attending the meeting holding the most voting shares shall preside over the meeting.

Article 37 A general meeting of shareholders convened by shareholders on their own shall be presided over by a representative elected by the convenors.

Article 38 When convening a general meeting of shareholders, if the chairman of the meeting violates the rules of procedure, making it impossible for the general meeting of shareholders to proceed, the general meeting of shareholders may elect a person to act as the chairman of the meeting to continue the meeting, subject to the consent of the shareholders present on-site holding more than half of the voting rights.

Article 39 For an extraordinary general meeting decided to be convened by the proposing shareholders on their own, the Board and the company secretary shall faithfully perform their duties. The Board shall ensure the normal order of the meeting, and the reasonable expenses of the meeting shall be borne by the Company.

Article 40 Unless major unexpected circumstances occur, the chairman of the meeting shall announce the opening of the meeting at the scheduled time.

Article 41 Before voting, the chairman of the meeting shall announce the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held by them. The number of shareholders and proxies attending the meeting on-site and the total number of voting shares held by them shall be based on the meeting registration.

Article 42 At the annual general meeting, the Board shall make a report to the general meeting of shareholders on its work over the past year. Each independent non-executive Director shall also make a duty performance report.

Article 43 Shareholders may raise inquiries and suggestions regarding the contents of the proposals, and the attending Directors or Senior Management shall provide explanations or clarifications to the shareholders' inquiries and suggestions. Under any of the following circumstances, the chairman of the meeting may refuse to answer the inquiry, but shall explain the reasons to the inquirer:

- (1) The inquiry is irrelevant to the topic;
- (2) The matter inquired about is pending investigation;
- (3) It involves the Company's trade secrets that cannot be disclosed at the general meeting of shareholders;
- (4) Answering the inquiry would significantly harm the common interests of the shareholders;
- (5) Other important reasons.

Article 44 When the general meeting of shareholders considers matters related to connected transactions, shareholders (including shareholder proxies) who have a connected relationship with such connected transactions may attend the general meeting of shareholders, but shall not participate in the voting on such connected transactions, and the number of voting shares represented by them shall not be counted in the total number of valid votes; such connected transactions shall be voted on by the non-connected shareholders attending the meeting, and shall be passed if approved by more than half of the valid voting rights; if the transaction falls within the scope of a special resolution, it shall be passed by more than two-thirds of the valid voting rights held by the shareholders (including shareholder proxies) attending the general meeting of shareholders.

In accordance with the applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for (or against) any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the total number of voting shares.

Article 45 The recusal and voting procedures for connected shareholders are as follows:

- (1) Where a matter considered by the general meeting of shareholders has a connected relationship with a shareholder, such shareholder shall disclose his connected relationship to the Board of the Company prior to the convening date of the general meeting of shareholders;
- (2) When the general meeting of shareholders considers matters related to connected transactions, the chairman of the meeting shall announce the connected shareholders, and explain and clarify the connected relationship between the connected shareholders and the connected transactions;
- (3) The chairman of the meeting shall announce the recusal of the connected shareholders, and the non-connected shareholders shall consider and vote on the connected transactions; if the chairman of the meeting is required to recuse himself, the chairman of the meeting shall take the initiative to recuse himself, and the attending shareholders, non-connected Directors, and members of the Audit Committee shall all have the right to request the chairman of the meeting to recuse himself;
- (4) A resolution on connected matters shall be passed by more than 2/3 of the voting rights held by the non-connected shareholders attending the general meeting of shareholders;
- (5) If a connected shareholder fails to proactively apply for recusal, other shareholders or shareholder representatives participating in the general meeting of shareholders shall have the right to request the connected shareholder to recuse himself; if other shareholders or shareholder representatives make a recusal request, and the shareholder requested to recuse himself believes that he does not fall within the scope of recusal, the chairman of the general meeting of shareholders shall discuss with the on-site Directors, members of the Audit Committee, and relevant shareholders according to the situation and make a decision on whether to recuse;
- (6) The connected shareholders who shall abstain from voting may participate in the discussion relating to the connected transaction to which they are involved, explain and illustrate to the general meeting whether such connected transactions are fair and legal as well as the reason for entering into such transactions. However, such shareholder shall have no right in participating the voting of such matters.

Article 46 If a connected shareholder who should recuse himself fails to do so, resulting in the general meeting of shareholders passing a resolution on the relevant connected transaction, and thereby causing losses to the Company, other shareholders of the Company, or bona fide third parties, such connected shareholder shall bear corresponding civil liabilities.

Article 47 When the general meeting of shareholders considers major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate vote count shall be publicly disclosed in a timely manner.

Article 48 The Company's holding of its own shares shall have no voting rights, and such portion of shares shall not be counted in the total number of voting shares attending the general meeting of shareholders.

Where a shareholder purchases the voting shares of the Company in violation of the relevant provisions of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within thirty-six months after the purchase, and shall not be counted in the total number of voting shares attending the general meeting of shareholders.

The Board of the Company, independent non-executive Directors, shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the provisions of the CSRC may publicly solicit shareholder voting rights. To solicit shareholder voting rights, specific voting intentions and other information shall be fully disclosed to the persons being solicited. It is prohibited to solicit shareholder voting rights for consideration or in disguised form for consideration. Except for statutory conditions, the Company shall not impose minimum shareholding ratio restrictions on the solicitation of voting rights.

Article 49 Except for special reasons such as force majeure that cause the general meeting of shareholders to be suspended or unable to make a resolution, the general meeting of shareholders shall not shelve or fail to vote on proposals. If the general meeting of shareholders has different proposals on the same matter, it shall vote on the proposals in the chronological order in which they were submitted.

Article 50 When the general meeting of shareholders considers proposals for the election of Directors, it shall vote on each candidate for Director one by one. If the proposal for the re-election of Directors is passed, the new Directors shall take office from the date when the relevant resolution of the general meeting of shareholders is made.

Article 51 Under the following circumstances, the general meeting of shareholders shall adopt the cumulative voting system in the election of Directors:

- (1) The Company elects two or more independent non-executive Directors;
- (2) The Company elects two or more Directors during the period when a single shareholder and his persons acting in concert hold an interest in 30% or more of the shares.

The general meeting of shareholders shall implement the following principles when adopting the cumulative voting system for voting:

- (1) The number of candidates for Directors may be more than the number of Directors proposed to be elected at the general meeting of shareholders, but the number of candidates voted for by each shareholder shall not exceed the number of Directors proposed to be elected at the general meeting of shareholders, and the sum of the allocated votes shall not exceed the number of voting rights held by the shareholder; otherwise, the vote shall be invalid;
- (2) Independent non-executive Directors and non-independent Directors shall be voted on separately. When electing independent non-executive Directors, the number of votes each shareholder is entitled to obtain shall be equal to the product of the number of shares held by him multiplied by the number of independent non-executive Directors proposed to be elected, and such votes can only be cast for the candidates for independent non-executive Directors of the Company; when electing non-independent Directors, the number of votes each shareholder is entitled to obtain shall be equal to the product of the number of shares held by him multiplied by the number of non-independent Directors proposed to be elected, and such votes can only be cast for the candidates for non-independent Directors of the Company;
- (3) The candidates for Directors shall determine the final elected persons according to the descending order of the number of votes obtained, but the minimum number of votes obtained by each elected person must exceed half of the total number of shares held by the shareholders (including shareholder proxies) attending the general meeting of shareholders. If the number of elected Directors is less than the number of Directors proposed to be elected by the general meeting of shareholders, another round of voting shall be conducted for the shortfall among all the candidates for Directors who did not obtain enough votes. If the number is still insufficient, the shortfall shall be filled by election at the next general meeting of shareholders of the Company. If two or more candidates for Directors obtain the same number of votes, but only some of them can be elected due to the limitation of the proposed quota, another round of voting shall be conducted separately for such candidates for Directors with the same number of votes.

Where the general meeting of shareholders elects Directors by cumulative voting, the voting for independent non-executive Directors and non-independent Directors shall be conducted separately, and the elected Directors shall be determined in descending order of the number of votes obtained according to the number of Directors to be elected. If Directors are not elected by cumulative voting, each candidate for Director shall be proposed as a single item proposal.

The cumulative voting system mentioned in the preceding paragraph means that when the general meeting of shareholders elects Directors, each share has the same number of voting rights as the number of Directors to be elected, and the voting rights held by shareholders can be used in a concentrated manner. The Board shall inform shareholders of the resumes and basic information of the candidates for Directors.

Article 52 In addition to the cumulative voting system, the general meeting of shareholders will vote on all proposals individually; where there are different proposals on the same matter, they will be put to the vote in the order in which they were submitted. Except for special reasons such as force majeure that cause the general meeting of shareholders to be suspended or unable to make a resolution, the general meeting of shareholders will not shelve or fail to vote on proposals.

Article 53 When the general meeting of shareholders considers a proposal, it shall not modify the proposal; otherwise, the relevant modification shall be deemed as a new proposal and shall not be voted on at the current general meeting of shareholders.

Article 54 The same voting right can only be exercised by choosing one of the following methods: on-site, online, or other voting methods. In the event of repeated voting for the same voting right, the result of the first vote shall prevail.

Article 55 Except for proposals relating to procedural or administrative matters of the general meeting of shareholders, which may be decided by the chairman of the meeting in accordance with the principle of good faith and voted on by a show of hands, the proposals of the general meeting of shareholders shall be voted on by poll.

Article 56 Before the general meeting of shareholders votes on the proposals, two shareholder representatives shall be elected to participate in the vote counting and scrutinizing. Where a connected relationship exists between the matter under consideration and a shareholder, that shareholder and their proxy shall not be permitted to count the votes or supervise the counting process.

When the general meeting votes on a proposal, shareholder representatives and other relevant persons appointed in accordance with the Hong Kong Listing Rules shall jointly be responsible for counting and supervising the votes in accordance with the Hong Kong Listing Rules, and shall announce the results of the vote on the spot; the results of the vote on the resolution shall be recorded in the minutes of the meeting.

The shareholders who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.

Article 57 Shareholders attending the general meeting of shareholders shall express one of the following opinions on the proposals submitted for voting: for, against, or abstain. Exceptions apply to the securities depository and clearing institution acting as the nominal holder of shares under the mutual market access mechanism between Mainland and Hong Kong stock markets, which makes declarations according to the expressions of intent of the actual holders.

Voting ballots that are uncompleted, erroneously completed, illegible, or uncast shall be deemed as the voter's waiver of his voting rights, and the voting result corresponding to the number of shares held by him shall be counted as "abstain".

Article 58 In accordance with the provisions of these Rules relating to meeting discipline, shares held by shareholders who have been ordered by the chairperson to leave the meeting prior to the vote, or who have not completed a voting ballot due to leaving the meeting early or for other reasons, shall not be counted towards the total number of shares with valid voting rights present at this meeting.

Article 59 Prior to the formal announcement of the voting results, the relevant parties involved in the on-site, online, and other voting methods of the general meeting of shareholders, including the Company, vote counters, scrutineers, major shareholders, and network service providers, shall have a confidentiality obligation regarding the voting situation.

CHAPTER 9 RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

Article 60 The general meeting of shareholders shall form meeting resolutions on the matters passed by voting. Resolutions are divided into ordinary resolutions and special resolutions. An ordinary resolution made by the general meeting of shareholders shall be passed by more than half of the voting shares held by the shareholders (including shareholder proxies) attending the general meeting of shareholders; a special resolution made by the general meeting of shareholders shall be passed by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) attending the general meeting of shareholders.

Article 61 The following matters shall be passed by ordinary resolution at the general meeting of shareholders:

- (1) The work report of the Board;
- (2) The profit distribution plan and loss recovery plan formulated by the Board;
- (3) The appointment and removal of members of the Board, as well as their remuneration and payment methods;
- (4) The engagement, dismissal, or non-reappointment of accounting firms by the Company and the remuneration of the accounting firms;
- (5) Other major matters exceeding the investment and decision-making authority of the Board stipulated in the Articles of Association;
- (6) Other matters, except those required to be passed by special resolution in accordance with laws, administrative regulations, departmental rules, normative documents, laws and regulations and listing rules of the place where the Company's shares are listed, or the Articles of Association.

Article 62 The following matters shall be passed by special resolution at the general meeting of shareholders:

- (1) Making resolutions on the increase or reduction of the Company's registered capital and the issuance of any class of shares, warrants, and other similar securities;
- (2) Making resolutions on the issuance of corporate bonds, other securities, and listing;
- (3) Making resolutions on the merger, division, dissolution, liquidation, or change in the corporate form of the Company;
- (4) Amending the Articles of Association;
- (5) Considering and approving matters regarding the Company's purchase or sale of major assets or provision of guarantees to others within one year, with an amount exceeding 30% of the Company's latest audited total assets;
- (6) Equity incentive plans;
- (7) Other matters stipulated by laws, administrative regulations, the regulatory rules of the securities regulatory authorities where the Company's shares are listed, or the Articles of Association, as well as other matters deemed by the general meeting of shareholders through an ordinary resolution to have a material impact on the Company and requiring approval by a special resolution.

If at any time the Company's shares are divided into different classes of shares, the Company's proposal to change or abrogate the rights of class shareholders shall only be carried out after being passed by a special resolution at a separately convened general meeting of shareholders by the affected class shareholders.

Article 63 The contents of all resolutions of the general meeting of shareholders shall comply with the provisions of laws and the Articles of Association. The Directors attending the meeting shall faithfully perform their duties, ensure that the contents of the resolutions are true, accurate, and complete, and shall not use expressions that easily cause ambiguity.

Article 64 The chairman of the meeting shall decide whether the resolution of the general meeting of shareholders is passed based on the voting results, and shall announce the voting results at the meeting. The voting results shall be recorded in the minutes.

Article 65 If the chairman of the meeting has any doubts about the result of a resolution submitted for voting, he/she may count the votes cast; if the chairman of the meeting does not count the votes, and the shareholders or shareholder proxies attending the meeting have objections to the result announced by the chairman of the meeting, they have the right to demand a vote count immediately after the announcement of the voting result,

and the chairman of the meeting shall count the votes immediately. If a vote count is conducted at the general meeting of shareholders, the counting result shall be recorded in the minutes.

Article 66 The convenor shall ensure that the general meeting of shareholders is held continuously until a final resolution is formed. If the general meeting of shareholders is suspended or unable to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting of shareholders as soon as possible or directly terminate the current general meeting of shareholders, and an announcement shall be made in a timely manner. At the same time, the convenor shall report to the dispatched institution of the CSRC where the Company is located and the stock exchange.

Article 67 The resolutions of the general meeting of shareholders shall be announced in a timely manner in accordance with the provisions of relevant laws, regulations, departmental rules, normative documents, the regulatory rules of the securities regulatory authorities where the Company's shares are listed, or the Articles of Association. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held and their proportion to the total number of voting shares of the Company, the total number of shares required to abstain from voting in favor and/or the total number of shares required to abstain from voting on individual proposals in accordance with the regulatory rules of the securities regulatory authorities where the Company's shares are listed (if any), and whether the shareholders who should abstain from voting have abstained, the voting method, the voting results of each proposal, the detailed contents of each passed resolution, and other contents required to be included by the regulatory rules of the securities regulatory authorities where the Company's shares are listed.

The Company must appoint its accountant, share registrar, or an external accountant qualified to serve as an auditor, as the scrutineer for the vote-taking, and state the identity of the scrutineer in the announcement. The Company must also state in the announcement whether those persons who have indicated in the circular their intention to vote against the relevant resolution or to abstain from voting have indeed done so at the general meeting of shareholders. The Company must state the attendance rate of the Directors at the general meeting of shareholders in the announcement of the poll results.

If a proposal is not passed, or if the current general meeting of shareholders amends a resolution of a previous general meeting of shareholders, a special note shall be made in the announcement of the resolutions of the general meeting of shareholders.

**CHAPTER 10 MEETING MINUTES OF THE GENERAL MEETING OF
SHAREHOLDERS**

Article 68 The company secretary shall be responsible for the meeting minutes of the general meeting of shareholders, and the meeting minutes shall record the following contents:

- (1) The time, venue, agenda of the meeting, and the name of the convenor;
- (2) The name of the chairman of the meeting, as well as the names of the Directors, company secretary, general manager, and other Senior Management attending the meeting or attending as observers;
- (3) The number of shareholders and proxies attending the meeting, the total number of voting shares held, and their proportion to the total number of shares of the Company;
- (4) The consideration process, main points of speeches, and voting results for each proposal;
- (5) Shareholders' inquiries or suggestions, as well as corresponding responses or explanations;
- (6) The names of the vote counters, and scrutineers;
- (7) Other contents that should be recorded in the meeting minutes as stipulated by the Articles of Association.

The Directors, company secretary, convenor or his representative, and the chairman of the meeting attending the meeting shall sign the meeting minutes and ensure that the contents of the meeting minutes are true, accurate, and complete. The meeting minutes shall be kept together with the sign-in register of shareholders attending on-site, the proxy forms for attendance by proxy, and the valid materials for voting by other means, for a retention period of not less than 10 years.

**CHAPTER 11 EXECUTION OF RESOLUTIONS OF THE GENERAL MEETING OF
SHAREHOLDERS**

Article 69 Any resolution of the general meeting of shareholders of the Company that violates the contents of laws and administrative regulations shall be invalid.

If the convening procedures or voting methods of the general meeting of shareholders violate laws, administrative regulations, or the Articles of Association, or if the contents of a resolution violate the Articles of Association, shareholders may apply to the People's Court to revoke the resolution within 60 days from the date the resolution is made.

Article 70 The Board shall be responsible for executing the resolutions formed by the general meeting of shareholders, and according to the contents of the resolutions, they shall be handed over to the general manager of the Company to organize relevant personnel for

specific implementation; matters that the general meeting of shareholders' resolutions require the Audit Committee to handle shall be directly organized and implemented by the Audit Committee.

Article 71 If the general meeting of shareholders passes a proposal regarding the election of Directors, the new Directors shall take office from the date when the relevant resolution of the general meeting of shareholders is made.

If the general meeting of shareholders passes a proposal regarding cash dividend distribution, bonus issue, or conversion of capital reserve into share capital, the Company shall implement the specific plan within 2 months after the conclusion of the general meeting of shareholders. If the specific plan cannot be implemented within 2 months in accordance with the provisions of laws, regulations, and the regulatory rules of the securities regulatory authorities where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such provisions and the actual situation.

Article 72 The chairman of the Board of the Company shall supervise and inspect the execution of the resolutions of the general meeting of shareholders, except for those that should be implemented by the Audit Committee. When necessary, he/she may convene an extraordinary meeting of the Board to listen to and consider reports on the execution of the resolutions of the general meeting of shareholders.

CHAPTER 12 SUPPLEMENTARY PROVISIONS

Article 73 In the event of any inconsistency between these Rules and the Company Law, the Securities Law, the Trial Administrative Measures, the Hong Kong Listing Rules, other laws and regulations, and the Articles of Association, the provisions of the aforementioned laws, regulations, and the Articles of Association shall prevail.

Article 74 In these Rules, references to "more than" and "within" shall include the given figures; references to "exceed", "lower than", and "more than" shall exclude the given figures.

Article 75 In these Rules, announcements, notices, or supplementary notices of the general meeting of shareholders, in respect of holders of RMB ordinary shares, refer to the publication of information on the website of the stock exchange and media that meet the conditions prescribed by the CSRC; in respect of holders of overseas listed foreign shares ("H shares"), such announcements must be published on the website of the Company, the website of The Stock Exchange of Hong Kong Limited, and other websites stipulated from time to time by the Hong Kong Listing Rules, in accordance with the requirements of the relevant Hong Kong Listing Rules.

In respect of the manner in which the Company provides and/or distributes corporate communications to holders of H shares in accordance with the requirements of the listing rules of the place where the Company's shares are listed, subject to compliance with the relevant listing rules of the place where the Company's shares are listed, the Company may also send or provide corporate communications to the holders of H shares of the Company

by electronic means or by publishing information on the website of the Company or the website of the stock exchange where the Company's shares are listed, in lieu of delivering corporate communications to the holders of H shares by hand or by prepaid mail.

Article 76 The Company shall amend these Rules under any of the following circumstances:

- (1) After the amendment of the Company Law or relevant laws, administrative regulations, regulatory rules of the securities regulatory authorities where the Company's shares are listed, or the Articles of Association, the matters stipulated in these rules conflict with the provisions of the amended laws, administrative regulations, regulatory rules of the securities regulatory authorities where the Company's shares are listed, or the Articles of Association;
- (2) The general meeting of shareholders decides to amend these rules.

Article 77 These Rules, as an appendix to the Articles of Association of Dahon Tech (Shenzhen) Co., Ltd, are formulated by the Board and shall be implemented from the date of consideration and approval by the general meeting of shareholders of the Company.

Article 78 The right to interpret these Rules belongs to the Board.

DAHON TECH (SHENZHEN) CO., LTD.
Rules of Procedure for the Board of Directors (Revised in 2026)

CHAPTER 1 PURPOSE

Article 1 These Rules are formulated for the purpose of further regulating the procedures for deliberation and decision-making of the Board of Directors of DAHON TECH (SHENZHEN) CO., LTD. (the “Company”), facilitating the effective performance by the Directors and the Board of their duties, and enhancing the standard of corporate governance and scientific decision-making of the Board, in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “Trial Administrative Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of DAHON TECH (SHENZHEN) CO., LTD. (the “Articles of Association”) and other applicable laws and regulations, taking into account the actual circumstances of the Company. The Board is the executive body responsible for the Company’s operation, management and decision-making, and is accountable to the general meeting and reports its work thereto. These Rules shall be binding upon all Directors, the Company Secretary and other relevant personnel of the Company.

CHAPTER 2 COMPOSITION AND AUTHORITY OF THE BOARD OF DIRECTORS

Article 2 The Board shall consist of 7 directors, of which the number of independent non-executive Directors shall not be less than 3 and shall account for more than one-third of the total number of the Board members. Members of the Board shall be elected by the general meeting of shareholders.

Article 3 The directors of the Company may include executive Directors, non-executive Directors, and independent non-executive Directors. A non-executive Director refers to a director who does not hold an operational and management position in the Company, and an independent non-executive Director refers to a person who meets the relevant provisions of the Articles of Association. Directors shall possess the qualifications required by laws, administrative regulations, and departmental rules. A director of the Company shall be a natural person. A person who falls under any of the following circumstances cannot serve as a director of the Company:

- (1) a person without civil capacity or with limited civil capacity;
- (2) a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement, misappropriation of property or disrupting the order of the socialist market economy, or who has been deprived of political rights due to the commission of a criminal offence, where a period of less than five years has elapsed since the completion of the sentence, or, in the case of a suspended sentence, where a period of less than two years has elapsed since the expiry of the probation period;

- (3) a person who served as a director, factory manager or manager of a company or enterprise undergoing bankruptcy liquidation and who was personally liable for such bankruptcy, where a period of less than three years has elapsed since the completion of the bankruptcy liquidation;
- (4) a person who served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to a violation of law, who was personally liable therefor, and where a period of less than three years has elapsed since the revocation of the business licence or the order for closure;
- (5) a person who has failed to repay a relatively large amount of debt that has become due and has been listed by a People's Court as a judgment debtor subject to enforcement for dishonesty;
- (6) a person who is subject to a securities market ban imposed by the China Securities Regulatory Commission (the "CSRC") prohibiting him/her from serving as a Director or senior management member of a listed company, where the ban remains in force;
- (7) a person who has been publicly determined by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to be unsuitable to serve as a director or senior management member of a listed company, where such determination remains effective;
- (8) any other circumstances prescribed by applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or departmental regulations.

Where, during his/her term of office, a Director falls within any of the circumstances specified in items (1) to (6) above, or where an independent non-executive Director no longer satisfies the independence requirements, the relevant Director shall immediately cease performing his/her duties and the Company shall remove him/her from office in accordance with the applicable requirements. Where a Director falls within any of the circumstances specified in items (7) or (8) above during his/her term of office, the Company shall remove him/her from office within 30 days after the occurrence of the relevant circumstance, unless otherwise provided by the Stock Exchange.

Where a Director who should have been removed from office continues to participate in meetings of the Board, any special committee of the Board or meetings of the independent non-executive Directors, and votes at such meetings, his/her vote shall be invalid.

Article 4 The Board shall set up a Board office to handle the daily affairs of the Board. The company secretary shall concurrently serve as the person-in-charge of the Board office and shall be responsible for keeping the seals of the Board and the Board office.

Article 5 The Board shall establish the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy and ESG Committee, formulate and disclose the terms of reference of each special committee. Each special committee shall be accountable to the Board and perform its duties in accordance with the Articles of Association and the authority delegated by the Board. Any proposals of a special committee shall be submitted to the Board for consideration and approval. Each special committee shall comprise not fewer than three Directors. Members of the Audit Committee shall be Directors who do not hold any senior management position in the listed company, and at least one independent non-executive Director on the Audit Committee shall be an accounting professional.

Article 6 The Board shall exercise the following duties and authority:

- (1) To convene the general meeting of shareholders and report its work to the general meeting of shareholders;
- (2) To implement the resolutions of the general meeting of shareholders;
- (3) To decide on the Company's business plans and investment plans;
- (4) To formulate the Company's annual financial budget plan and final accounts plan;
- (5) To formulate the Company's profit distribution plan and loss recovery plan;
- (6) To formulate plans for the Company's increase or reduction of registered capital, issuance of bonds or other securities, and listing;
- (7) To formulate plans for the Company's major acquisitions, purchase of the Company's shares in accordance with items (1) and (2) of Article 23 of the Articles of Association, or merger, division, dissolution, and change of corporate form;
- (8) Subject to compliance with the regulatory rules of the securities regulatory authorities where the Company's shares are listed, to decide on the purchase of the Company's shares under the circumstances stipulated in items (3), (5), and (6) of Article 23 of the Articles of Association;
- (9) Within the scope authorised by the general meeting of shareholders, to decide on matters such as the Company's external investment, acquisition and disposal of assets, asset mortgage, external guarantee matters, entrusted wealth management, connected transactions, and external donations;
- (10) To decide on the establishment of the Company's internal management organizations and branch offices;

APPENDIX III REVISED RULES OF PROCEDURES FOR BOARD MEETINGS

- (11) To decide on the appointment or dismissal of the Company's general manager, company secretary, and other Senior Management, and to determine their remuneration, rewards and disciplinary measures; and, based on the nomination of the General Manager, to appoint or remove deputy general managers, the person in charge of finance and other senior management members and determine their remuneration, rewards and disciplinary measures;
- (12) To formulate and amend the Company's basic management system;
- (13) To formulate plans for the amendment of the Articles of Association;
- (14) To manage the Company's information disclosure matters;
- (15) To propose to the general meeting of shareholders the engagement or replacement of the accounting firm auditing the Company;
- (16) To listen to the work report of the Company's manager and inspect the manager's work;
- (17) Other duties and authority conferred by laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authorities where the Company's shares are listed, or the Articles of Association.

Matters exceeding the authorisation and approval authority of the general meeting of shareholders as stipulated in the preceding paragraph of this Article, as well as matters required to be submitted to the general meeting of shareholders for consideration in accordance with the provisions of laws, administrative regulations, departmental rules, the regulatory rules of the securities regulatory authorities where the Company's shares are listed, and the Articles of Association, shall be submitted by the Board to the general meeting of shareholders for consideration and approval.

Article 7 The Board shall determine the authority for external investment, acquisition and disposal of assets, asset mortgage, external guarantee matters, entrusted wealth management, connected transactions, and external donations, and establish strict review and decision-making procedures; for major investment projects, relevant experts and professionals shall be organized to conduct evaluations, and such projects shall be reported to the general meeting of shareholders for approval.

The Board shall have the authority to consider and approve the following matters:

- (1) Other external guarantee matters except those stipulated in Article 44 of the Articles of Association;

- (2) Unless otherwise provided by the regulatory rules of the securities regulatory authorities where the Company's shares are listed, the Company's proposed connected transaction with connected natural persons with the transaction amount exceeding RMB300,000; however, connected transaction with the transaction amount exceeding RMB30 million and accounting for more than 5% of the absolute value of the Company's latest audited net assets shall also be submitted to the shareholders' general meeting for consideration;
- (3) Unless otherwise provided by the regulatory rules of the securities regulatory authorities where the Company's shares are listed, the Company's proposed connected transaction with connected legal persons with the transaction amount exceeding RMB3 million and accounting for more than 0.5% of the absolute value of the Company's latest audited net assets; however, connected transaction with the transaction amount exceeding RMB30 million and accounting for more than 5% of the absolute value of the Company's latest audited net assets shall also be submitted to the shareholders' general meeting for consideration;
- (4) Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the following transactions shall be considered by the Board of Directors:
 - 1. if the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; however, if the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets or the Company's material assets purchased or sold within 1 year account for more than 30% of the Company's latest audited total assets, the transaction shall also be submitted to the shareholders' general meeting for consideration; if the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
 - 2. if the net assets involved in the subject matter of the transaction (e.g. equity) account for more than 10% of the listed company's latest audited net assets, and the absolute amount exceeds RMB10 million; however, if the net assets involved in the subject matter of the transaction (e.g. equity) account for more than 50% of the listed company's latest audited net assets, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' general meeting for consideration; if the net assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
 - 3. if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount exceeds RMB10 million; however, if the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited operating

income of the Company in the latest accounting year, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' general meeting for consideration;

4. if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; however, if the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, the transaction shall also be submitted to the shareholders' general meeting for consideration;
5. if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million; however, if the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million, the transaction shall also be submitted to the shareholders' general meeting for consideration;
6. if the profits arising from the transaction account for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB1 million; however, if the profits arising from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and the absolute amount exceeds RMB5 million, the transaction shall also be submitted to the shareholders' general meeting for consideration.

Unless otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, if a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.

For the purpose of this item, transactions include, but are not limited to, the purchase or sale of assets; external investment (including entrusted wealth management, investment in subsidiaries, etc.); provision of financial assistance (including entrusted loan, etc.); provision of guarantees; rent or lease assets; entrusted or entrusted management of assets and business; gifts or donated assets; creditor's rights or debt restructuring; transferring or acquiring research and development projects; signing license agreements; waiver of rights (including waiver of pre-emptive right and pre-emptive right to subscribe capital contribution, etc.); other transactions recognized by the Stock Exchanges.

- (5) Other external investment, acquisition and disposal of assets, securities investment, entrusted wealth management, asset mortgage, external guarantee and connected transactions that are required to be approved by the Board of Directors or authorized by the shareholders' general meeting to be considered by the Board of Directors in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed.

Article 8 The Audit Committee shall supervise the internal audit department in conducting inspections of the following matters at least once every six months and shall submit inspection reports to the Audit Committee. Where any inspection reveals that the listed company has committed any violation of laws or regulations or has failed to operate in a proper manner, the matter shall be reported promptly to the Stock Exchange:

- (1) The implementation of major matters of the Company such as the use of raised funds, external guarantees, connected transactions, securities investments and derivatives, provision of financial assistance, purchase or sale of assets, and external investments;
- (2) Large-amount capital transactions of the Company and capital transactions with directors, Senior Management, controlling shareholders, actual controllers and their connected persons.

Article 9 The Board shall have 1 chairman. The chairman of the Board shall be a director of the Company, and shall be elected and removed by more than half of all directors.

Article 10 The chairman of the Board shall exercise the following duties and authority:

- (1) To preside over general meetings of shareholders and to convene and preside over Board meetings;
- (2) to supervise and examine the implementation of the resolutions of the Board;
- (3) To sign the Company's shares, corporate bonds and other marketable securities;
- (4) To sign important documents of the Board;
- (5) To exercise special discretionary power on company affairs in accordance with laws and in the Company's interests in case of emergency such as the occurrence of extreme natural disasters and other force majeure events, and to provide reports to the Board of Directors and shareholders' general meeting afterwards;
- (6) Other duties and authority stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, the Articles of Association or conferred by the Board.

Article 11 When exercising his/her powers (including delegated powers), the Chairman shall exercise prudent judgement in matters which may have a material impact on the Company's operations and shall, where necessary, submit such matters to the Board for collective decision. The Chairman shall keep all Directors informed in a timely manner of the implementation of matters carried out under delegated authority.

If the chairman is unable or fails to perform his/her duties, a director shall be jointly elected by more than half of all directors to perform such duties.

CHAPTER 3 CONVENING AND HOLDING OF BOARD MEETINGS

Article 12 Meetings of the Board of Directors are classified into regular meetings and extraordinary meetings. The Board of Directors shall convene meetings at least four times each year, and the meetings shall be convened by the chairman of the Board. All directors shall be notified in writing of the Board's regular meeting 14 days before the date of the meeting (excluding the date of the meeting).

Article 13 The Board shall convene an extraordinary meeting under any of the following circumstances:

- (1) When proposed by shareholders representing 10% or more of the voting rights;
- (2) When jointly proposed by one-third or more of the directors;
- (3) When proposed by more than half of the independent non-executive Directors;
- (4) When proposed by the Audit Committee;
- (5) Other circumstances where the convening of an extraordinary Board meeting may be proposed as stipulated by laws and regulations.

The chairman of the Board shall convene and preside over a Board meeting within 10 days after receiving the proposal.

Article 14 The notice on convening any extraordinary meeting of the Board of Directors shall be delivered by telephone or in writing (including delivery by courier, post, facsimile and email). The notice shall be served to all directors 3 days before the date of the meeting. In case of urgency, with the unanimous consent of all directors, general managers and company secretaries, the extraordinary meeting of the Board of Directors may be convened without the above-mentioned time limit for notification, but such a record shall be recorded in the board minutes and signed by all directors attending the meeting. The first meeting after the change of session of the Board of Directors may be convened on the date of the change of session, and the time of convening the meeting is not subject to the restrictions on the method and time of notice in the first paragraph.

Article 15 The notice of a Board meeting includes the following contents:

- (1) Time and venue of the meeting;

- (2) Duration of the meeting;
- (3) Reasons and issues of discussion;
- (4) Date of issuance of notice.

Article 16 After the written notice of a regular Board meeting has been dispatched, if there is a need to change the meeting time, venue or other matters, or to add, modify or cancel a proposal, a written change notice shall be sent 3 days before the originally scheduled meeting date, explaining the situation and the relevant contents and materials of the new proposal. If there are less than 3 days remaining, the meeting date shall be postponed accordingly, or the meeting shall be held on the scheduled meeting date after obtaining the consent of all directors attending the meeting.

For an extraordinary Board meeting, after the meeting notice has been dispatched, if there is a need to change the meeting time, venue or other matters, or to add, modify or cancel a proposal, prior approval shall be obtained from all directors attending the meeting, and appropriate records shall be kept.

Article 17 The Board shall notify all directors of the meeting within the prescribed time and provide them with sufficient information in advance, including background materials relating to the agenda items and information and data necessary for directors to understand the progress of the Company's business. Where two or more independent non-executive directors consider that the information provided is insufficient or that the basis for consideration is unclear, they may jointly request the Board in writing to postpone the Board meeting or defer consideration of the relevant matter, and the Board shall adopt such request.

Article 18 Board meetings shall be convened and presided over by the chairman of the Board; if the chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall convene and preside over the meeting.

Article 19 A Board meeting shall only be convened with the presence of over half of the total directors. If the general manager and the company secretary do not concurrently serve as directors, they shall attend the Board meeting as observers. If the chairman of the meeting deems it necessary, he/she may notify other relevant personnel to attend the Board meeting as observers.

Article 20 In principle, directors shall attend the Board meetings in person. If a director is unable to attend a Board meeting for any reasons, he/she shall review the meeting materials in advance and form a clear opinion and appoint another director in writing to attend the meeting on his/her behalf.

The power of attorney shall set out the name of the proxy, the matter and authority of the proxy, the effective period and such form shall be signed and sealed by the authorizing party; the director attending the meeting on behalf of another shall exercise the rights of a director within the scope of authorisation.

The power of attorney shall specify:

The director who appoints other directors to sign the written confirmations of opinions for regular reports on his behalf shall make a specific authorisation to that effect in the letter of authorisation.

The entrusted director shall submit the written power of attorney to the chairman of the meeting and explain the situation of entrusted attendance in the meeting sign-in register.

The director attending the meeting on behalf of another shall exercise the rights of a director within the scope of authorisation. If a director fails to attend a Board meeting and fails to entrust a proxy to attend, he shall be deemed to have waived his voting right at that meeting.

Article 21 Entrusting and accepting entrustment to attend Board meetings shall follow the following principles:

- (1) When considering connected transaction matters, a non-connected director shall not entrust a connected director to attend on his behalf; a connected director shall not accept the entrustment of a non-connected director;
- (2) An independent non-executive Director shall not entrust a non-independent director to attend on his behalf, and a non-independent director shall not accept the entrustment of an independent non-executive Director;
- (3) A director shall not entrust another director to attend on his behalf with full authority without stating his personal opinions and voting intentions on the proposals, and the relevant director shall not accept full-authority entrustment and entrustment with unclear authorisation.
- (4) A director shall not accept the entrustment of more than two directors, and a director shall not entrust a director who has already accepted the entrustment of two other directors to attend on his behalf.

Article 22 Board meetings shall in principle be held on-site. Extraordinary Board meetings may also be held by means of communication (including but not limited to telephone, video, fax, etc.) with the consent of the convenor (chairman) and the proposer, provided that directors are guaranteed to fully express their opinions. Board meetings may also be held simultaneously on-site and by other means.

For meetings not held on-site, the number of directors attending the meeting shall be calculated based on the directors displayed on video, the directors expressing opinions in the telephone conference, the valid voting ballots actually received within the specified time limit via fax or email, or the written confirmation letters submitted by directors afterwards confirming their attendance at the meeting.

CHAPTER 4 BOARD MEETING PROPOSALS

Article 23 Regarding proposals for regular meetings, before giving notice of a regular meeting of the Board, the office of the Board shall seek the opinion of each director for drafting the preliminary resolutions which shall be submitted to the chairman for settling. The chairman shall seek the opinion of the managers and other senior management for their opinions before settling the preliminary resolutions.

Article 24 When proposing to convene an extraordinary meeting of the board of directors in accordance with Article 13 of these Rules, a written proposal signed (or sealed with a chop) by the proposer(s) shall be submitted to the chairman of the board of directors through the board office or directly. The written proposal shall specify the following matters:

- (1) The name of the proposer(s);
- (2) The reasons for the proposal or the objective grounds on which the proposal is based;
- (3) The proposed time or time limit, venue and method for convening the meeting;
- (4) A clear and specific proposal;
- (5) The contact information of the proposer(s) and the date of the proposal, etc.

The content of the proposal shall be a matter falling within the scope of the powers and functions of the board of directors as stipulated in the Articles of Association, and materials relevant to the proposal shall be submitted together.

Upon receipt of the above-mentioned written proposal and relevant materials, the board office shall forward the same to the chairman of the board of directors on the same day. If the chairman of the board of directors considers that the content of the proposal is not clear or specific or the relevant materials are insufficient, he/she may request the proposer(s) to amend or supplement it.

CHAPTER 5 BOARD RESOLUTIONS AND MEETING MINUTES

Article 25 The meeting of the Board may be held when more than half of all directors attend the meeting. Resolutions made by the Board shall be passed by votes of more than half of all directors. Resolutions of the Board are voted by way of poll with each director having one vote.

Article 26 The presider of the meeting shall request the directors attending the board meeting to express their clear opinions on each proposal.

For proposals that require prior endorsement by the independent non-executive Directors in accordance with regulations, the chairman of the meeting shall designate an independent non-executive Director to read out the written endorsement opinions reached by the independent non-executive Directors before discussing the relevant proposals.

APPENDIX III REVISED RULES OF PROCEDURES FOR BOARD MEETINGS

If a director obstructs the normal proceeding of the meeting or affects other directors from speaking, the presider of the meeting shall stop him/her in a timely manner.

Unless with the unanimous consent of all directors present at the meeting, the Board shall not vote on any proposal not included in the notice of the meeting. A director who is entrusted by another director to attend a Board meeting on his/her behalf shall not vote on any proposal not included in the notice of the meeting on behalf of such other director. A director with connected relationship with the enterprises involved with any matters in the resolution of the Board shall neither exercise the voting right for the resolution, nor exercise the voting right on behalf of any other directors. The meeting of the Board may be held when more than half of non-connected directors attend the meeting. The resolutions of the Board meeting shall be passed by votes of more than half of non-connected directors. If the number of non-connected directors attending the meeting is less than 3, the matter shall be submitted to the general meeting for consideration. Where the laws, regulations and securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in and voting at board meetings, such restrictions shall prevail.

Where a director, general manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (except the employment contracts between the Company and its directors, general manager and other senior management members), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, whether or not such matter is otherwise subject to the approval of the board of directors.

Article 27 Directors shall carefully read the relevant meeting materials and express their opinions independently and prudently on the basis of full understanding of the situation.

Directors may, before the meeting, obtain the information required for decision-making from the board office, the convener of the meeting, the general manager and other senior management members, various special committees, professional institutions and other relevant personnel and institutions, and may also suggest to the presider during the meeting to invite representatives of the aforesaid personnel and institutions to attend the meeting and explain the relevant situation.

Article 28 After each proposal has been fully discussed, the presider of the meeting shall, at an appropriate time, request the directors present at the meeting to vote. The method of voting on board resolutions shall be: by written ballot.

The voting intention of a director is divided into consent, opposition and abstention. The directors present at the meeting shall choose one of the above intentions. If no choice is made or more than two intentions are selected at the same time, the presider of the meeting shall request the relevant director to re-select. If the director refuses to select, he/she shall be deemed to have abstained from voting; if a director leaves the meeting midway and does not return without making a choice, he/she shall be deemed to have abstained from voting.

APPENDIX III REVISED RULES OF PROCEDURES FOR BOARD MEETINGS

Each director shall have one vote. Resolutions made by the Board shall be passed by votes of more than half of all directors.

Article 29 After the attending directors have completed voting, the securities affairs representative/relevant staff of the Board office shall promptly collect the voting ballots from the directors and submit them to the company secretary for tallying.

For a meeting held on site, the presider of the meeting shall announce the counting results on the spot.

If a director votes after the presider of the meeting has announced the voting results or after the prescribed voting time limit has expired, his/her vote shall not be counted.

Article 30 Except for the circumstances stipulated in Article 31 of these Rules, the board of directors shall consider and approve a meeting proposal and form a relevant resolution only if more than half of all directors of the Company vote in favor of the proposal. Where the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the articles of association of the Company stipulate that a resolution of the board of directors shall be approved by more directors, such provisions shall prevail.

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

- (1) Circumstances under which a director shall abstain from voting as stipulated by the stock exchange where the Company's shares are listed;
- (2) Circumstances under which the director considers that he/she should abstain from voting;
- (3) Other circumstances under which a director is required to abstain from voting due to the connected relationship between the director and the enterprise involved in the meeting proposal as stipulated in the articles of association of the Company.

In the case where a director abstains from voting, the relevant board meeting may be held if more than half of the non-connected directors are present, and a resolution shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the meeting is less than three, the relevant proposal shall not be voted on, and the matter shall be submitted to the shareholders' general meeting for consideration.

Subject to the thorough expression of opinions by directors, the extraordinary meeting of the board of directors may be convened and passed by means of communication (including but not limited to telephone, video, facsimile, etc.), and all directors attending the meeting shall sign on such resolutions.

APPENDIX III REVISED RULES OF PROCEDURES FOR BOARD MEETINGS

Article 32 The Board shall act in strict accordance with the authorization of the general meeting and the articles of association of the Company, and shall not form resolutions beyond its authority.

Article 33 If a proposal is not passed, the Board meeting shall not consider a proposal with the same content again within one month unless there are significant changes in the relevant conditions and factors.

Article 34 When more than half of the directors present at the meeting or two or more independent non-executive directors consider a proposal to be unclear or not specific, or are unable to make a judgment on the relevant matter due to insufficient meeting materials or other reasons, the presider of the meeting shall request the meeting to postpone the voting on the issue.

The Director(s) proposing to postpone the voting shall put forward clear requirements for the conditions to be met for the proposal to be submitted for consideration again.

Article 35 Board meetings held on site or by video, telephone, etc., may be recorded throughout the process as needed.

Article 36 The company secretary shall arrange for the staff of the Board office to keep minutes of the Board meetings. The minutes shall include the following contents:

- (1) The date, venue and name of the convener of the meeting;
- (2) The names of the directors attending the meeting, and the names of directors (authorized person) authorized by other directors to attend the meeting;
- (3) The agenda of the meeting;
- (4) Key points of directors' speeches;
- (5) The voting methods and results for each resolution (the voting results shall indicate the number of votes for and against the proposal or abstention).

Article 37 In addition to the minutes, the company secretary may also arrange for the staff of the board office to prepare concise summary minutes of the meeting as needed, and to prepare a separate record of resolutions for the resolutions formed at the meeting based on the counted voting results.

Article 38 The directors attending the meeting shall sign and confirm the meeting minutes and resolution records on behalf of themselves and the directors who have entrusted them to attend the meeting on their behalf. If a director has a different opinion on the meeting minutes or resolution records, he/she may make a written explanation when signing. If a director neither signs and confirms the meeting minutes in accordance with the preceding paragraph nor makes a written explanation of his/her different opinions, he/she shall be deemed to fully agree with the contents of the meeting minutes and resolution records.

Directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates laws, administrative regulations or the articles of association of the Company, causing serious losses to the Company, the directors who participated in the resolution shall be liable for compensation to the Company; however, a director who can prove that he/she had expressed his/her objection during the voting and that it was recorded in the meeting minutes may be exempted from liability. Directors who cast a vote of abstention or who are absent and have not entrusted others to attend shall not be exempted from liability; directors who have clearly raised objections during the discussion but have not explicitly voted against the resolution shall not be exempted from liability.

Article 39 The chairman of the Board shall urge the relevant personnel to implement the resolutions of the Board, check the implementation of the resolutions, and report on the implementation of the resolutions that have been formed at subsequent Board meetings.

Article 40 The files of the Board meetings, including meeting notices and meeting materials, meeting attendance registers, letters of authorization for directors to attend on behalf of others, meeting audio recordings, ballot papers, meeting minutes signed and confirmed by the directors attending the meeting, summary minutes, and resolution records, shall be kept by the company secretary.

The Board meeting files shall be kept for a period of not less than 10 years.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 41 In case of any conflict between these Rules and the Company Law, the Securities Law, the Trial Administrative Measures, Listing Rules and other laws, regulations and the Articles of Association, the provisions of the aforesaid laws, regulations and the Articles of Association shall prevail.

Article 42 For the purpose of these Rules, references to “more than” and “within” shall include the given figures; references to “exceed”, “lower than”, and “more than” shall exclude the given figures.

Article 43 The Company shall amend these Rules under any of the following circumstances:

- (1) Where, after the amendment of the Company Law or relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the matters stipulated in these Rules are in conflict with the provisions of the amended laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;
- (2) Where the general meeting resolves to amend these Rules.

These Rules, as an appendix to the Articles of Association of Dahon Tech (Shenzhen) Co., Ltd, are formulated by the Board and shall be implemented upon the date of approval by a resolution of the general meeting of the Company.

Article 44 These Rules shall be interpreted and amended by the Board.

DAHON TECH (SHENZHEN) CO., LTD. WORKING RULES FOR INDEPENDENT DIRECTORS

CHAPTER 1 GENERAL PROVISIONS

Article 1 These Working 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 Measures for the Administration of Independent Directors of Listed Companies of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Rules"), and the Articles of Association of Dahon Tech (Shenzhen) Co., Ltd (hereinafter referred to as the "Articles of Association") and other relevant laws and regulations for the purpose of regulating the conduct of DAHON TECH (SHENZHEN) CO., LTD. (hereinafter referred to as the "Company"), giving full play to the role of independent directors in the corporate governance of the Company, and promoting the diligent performance of duties by independent directors of listed companies.

Article 2 An independent Director (i.e., an independent non-executive Director of the Company) refers to a Director who does not hold any other positions in the Company other than a Director, and who has no direct or indirect material interest with the Company, its major shareholders, and actual controllers, and has no relationship that may hinder him/her from making independent and objective judgments.

Independent Directors must possess the independence required by the securities regulatory authorities and stock exchange where the Company's securities are listed. Independent Directors shall perform their duties independently, and shall not be influenced by the Company, its major shareholders, actual controllers, or any units or individuals that have a material interest with the Company, its major shareholders, or actual controllers.

Article 3 Independent Directors bear the duties of integrity and diligence to the Company and all shareholders.

Independent Directors shall earnestly perform their duties in accordance with the requirements of relevant laws and regulations, normative documents, and the Articles of Association, play the roles of participating in decision-making, supervising and balancing, and providing professional consultation in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 4 In principle, an independent Director appointed by the Company shall serve as an independent director in no more than 3 domestic listed companies concurrently, and shall ensure that he/she has sufficient time and energy to effectively perform the duties of an independent Director.

Article 5 The Board of the Company shall consist of 7 Directors, among which 3 shall be independent Directors, and at least one must be an accounting professional.

The accounting professional mentioned in the preceding paragraph refers to a person who possesses extensive professional accounting knowledge and experience, and holds a senior professional title or the qualification of a certified public accountant.

Article 6 The Company shall have 1 convenor of independent Directors, who shall be elected through consultation among the independent Directors. The convenor of independent Directors is responsible for coordinating the independent Directors to carry out relevant meetings and research activities, reviewing relevant materials, and, when necessary, communicating and coordinating with the non-independent Directors and Senior Management of the Company on behalf of the independent Directors.

Article 7 As members of the Board having the same status as other Directors, independent directors shall regularly attend Board meetings and meetings of the specialised committees of the Board on which they serve, actively participate in Board affairs, contribute to the formulation of the Company's strategies and policies by providing independent, constructive and well-informed opinions based on their skills, professional knowledge and diverse backgrounds and qualifications. Independent directors shall also attend general meetings of the Company to gain a comprehensive and impartial understanding of the views of the Company's shareholders.

Article 8 Independent Directors have the right to participate in the Audit Committee, the Strategic and ESG Committee, the Remuneration and Appraisal Committee, and the Nomination Committee under the Board. Among them, the Audit Committee shall consist entirely of independent Directors and non-executive Directors, and an independent Director shall serve as the convenor; in the Remuneration and Appraisal Committee, independent Directors shall constitute a majority and serve as the convenor.

CHAPTER 2 QUALIFICATIONS OF INDEPENDENT DIRECTORS

Article 9 Any person serving as an independent director of the Company shall have the qualifications that are suitable for discharging his/her duties and powers:

- (1) Being qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (2) Meeting the independence requirements stipulated in the Measures for the Management of Independent Directors of Listed Companies;
- (3) Possessing basic knowledge of the operation of a listed company, being familiar with the relevant laws, administrative regulations, departmental rules and rules;
- (4) Possessing not less than five years of work experience in law, economics, or other areas necessary for performing the duties of an independent Director;
- (5) Possessing good personal character and no adverse records such as major acts of dishonesty;

- (6) Other conditions stipulated by laws, regulations, the Articles of Association, and the stock exchange.

Article 10 Candidates for independent Directors shall have no following adverse records:

- (1) Any administrative punishment imposed by the CSRC or criminal punishment by judicial authority due to violations or crimes on securities and futures dealing within the last 36 months;
- (2) Being placed on file for investigation by the CSRC or judicial authority due to suspected violations or crimes on securities and futures dealing, with no definite conclusion reached;
- (3) Falling within the prescribed period stipulated by the stock exchange as not being appropriate to act as the directors of listed companies;
- (4) Any public censure or three or more times of public criticism by the stock exchanges within the last 36 months;
- (5) In less than 12 months, having been proposed by the Board to be removed at a general meeting since he/she fails to attend the board meetings either in person or by appointing another independent director on his/her behalf for two consecutive times during his/her previous tenure as an independent director;
- (6) Having, during his/her tenure of office as an independent director, given independent opinion which was obviously contrary to facts;
- (7) Other circumstances as may be stipulated by the CSRC and The Stock Exchange of Hong Kong Limited.

Article 11 Independent Directors must maintain independence. The following individuals shall not serve as independent Directors of the Company:

- (1) Individuals serving in the Company or its subsidiaries and their immediate family members or principal social relationships; natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the Company's top ten shareholders, and their immediate family members;
- (2) Individuals serving in entities which directly or indirectly hold more than 5% of the Company's issued shares or are among the Company's top five shareholders, and their immediate family members;
- (3) Individuals serving in subsidiaries of the Company's controlling shareholder or de facto controller, and their immediate family members;

- (4) Individuals having significant business dealings with the Company, its controlling shareholder, its de facto controller or any of their respective subsidiaries, or persons serving in entities having such significant business dealings or their controlling shareholders or de facto controllers;
- (5) Individuals providing financial, legal, consulting, sponsorship or other services to the Company, its controlling shareholder, its de facto controller or any of their respective subsidiaries, including, without limitation, all members of the project team of the intermediary providing such services, reviewers at all levels, signatories to the relevant reports, partners, directors, senior management and principal persons in charge;
- (6) Individuals who have fallen within any of the circumstances specified in items (1) to (5) above during the preceding year;
- (7) any other individuals who fail to satisfy the independence requirements under the laws, administrative regulations, CSRC regulations, the business rules of the stock exchange or the Articles of Association.

For the purposes of the preceding paragraph, immediate family members include spouses, parents and children, while principal social relationships include siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children and parents of children's spouses.

Independent Directors shall conduct an annual self-assessment of their independence and submit the results to the Board. The Board shall annually assess the independence of the incumbent independent Directors, issue a specific opinion thereon and disclose such opinion together with the annual report.

CHAPTER 3 NOMINATION, ELECTION, AND REPLACEMENT OF INDEPENDENT DIRECTORS

Article 12 The Board of the Company, or shareholders individually or jointly holding 1% or more of the issued shares of the Company, may nominate candidates for independent Directors, who shall be elected by the general meeting of shareholders.

An investor protection institution established in accordance with the law may publicly request shareholders to entrust it with exercising the right to nominate independent Directors on their behalf.

The nominating party referred to in the first paragraph shall not nominate as an independent Director candidate any person who has an interest with such nominating party or any other closely connected person whose relationship may affect the independent performance of duties.

Article 13 The nominators of independent Directors shall obtain the consent of the nominees before nomination.

Article 14 The nominator shall conduct due diligence on the nominee's occupation, academic qualifications, professional titles, detailed work experience, all concurrent positions and whether he/she has any material dishonesty or other adverse records, and shall express an opinion as to whether the nominee satisfies the independence requirements and other qualifications for serving as an independent Director. The nominee shall make a public declaration as to his/her independence and fulfilment of the other qualifications for serving as an independent Director.

The Nomination Committee of the Board of the Company shall review the qualifications of the nominees and form clear review opinions. Prior to the general meeting convened to elect an independent Director, the Board shall disclose the aforesaid information in accordance with the applicable requirements.

The Company shall submit the relevant information relating to the nominee to the stock exchange of the place where the Company's securities are listed. Where the Board has any objection to the nominee, it shall submit its written opinion to the stock exchange simultaneously.

A nominee in respect of whom the stock exchange of the place where the Company's securities are listed has raised an objection may stand for election as a Director of the Company, but shall not be nominated as a candidate for independent Director. At the general meeting convened to elect an independent Director, the Board shall explain whether any objection has been raised by the stock exchange of the place where the Company's securities are listed against the candidate for independent Director. Where two or more independent Directors are to be elected at a general meeting, the cumulative voting system shall be adopted. The voting results of minority shareholders shall be counted separately and disclosed.

Article 15 The term of office of an independent Director shall be the same as that of the other Directors of the Company. Upon expiry of the term, an independent Director may be re-elected and re-appointed, provided that the aggregate period of consecutive service shall not exceed six years. A person who has served continuously as an independent Director of the Company for six years shall not be nominated as a candidate for independent Director of the Company within 36 months from the date on which such six-year period expires.

Article 16 Where an independent Director fails to attend two consecutive Board meetings in person and does not appoint another independent Director as his/her proxy to attend such meetings, the Board shall, within 30 days from the occurrence of such fact, propose to convene a general meeting to remove such independent Director from office.

Save for the circumstances specified above and the circumstances under which a person is prohibited from serving as a Director under the Company Law, an independent Director shall not be removed from office without cause before the expiry of his/her term of office. Where an independent Director is removed before the expiry of his/her term, the Company shall promptly disclose the specific reasons and basis for such removal. Where the removed independent Director raises any objection, the Company shall disclose the same in a timely manner.

Article 17 An independent Director may resign before the expiry of his/her term of office. An independent Director shall submit a written resignation report to the Board explaining any matter relating to his/her resignation or any matter which he/she considers should be brought to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of the independent Director and the matters raised by him/her.

Where the resignation of an independent Director results in the number or proportion of independent Directors on the Board or any specialised committee falling below the requirements under the Administrative Measures for Independent Directors of Listed Companies, or results in the absence of an accounting professional among the independent Directors, the resigning independent Director shall continue to perform his/her duties until the appointment of a new independent Director. The Company shall complete the by-election within 60 days from the date on which the resignation is tendered.

Article 18 Where an independent Director no longer satisfies the qualifications specified in items (1) or (2) of Article 9 of these Rules, he/she shall immediately cease performing his/her duties and resign. If he/she fails to resign, the Board shall remove him/her from office immediately in accordance with the applicable requirements upon becoming aware, or when it ought to have become aware, of such circumstance.

Where the resignation or removal of an independent Director due to the circumstances specified in the preceding paragraph results in the proportion of independent Directors on the Board or any special committee failing to comply with the requirements of the Administrative Measures for Independent Directors of Listed Companies or the Articles of Association, or results in the absence of an accounting professional among the independent Directors, the Company shall complete the by-election within 60 days from the date on which such circumstance occurs.

CHAPTER 4 POWERS AND DUTIES OF INDEPENDENT DIRECTORS

Article 19 Independent Directors shall perform the following duties:

- (1) To participate in the decision-making of the Board and express clear opinions on the matters under consideration;
- (2) To supervise matters involving potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, Directors, and Senior Management, so as to ensure that decisions of the Board are in the interests of the listed company as a whole and to safeguard the lawful rights and interests of minority shareholders;
- (3) To provide professional and objective suggestions for the Company's operation and development, and promote the enhancement of the Board's decision-making level;
- (4) Other duties stipulated by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.

Article 20 To enable Independent Directors to fully perform their functions, in addition to the powers conferred upon Directors under the Company Law, the Securities Law, other relevant laws, regulations and regulatory documents and the Articles of Association, the Company grants Independent Directors the following special powers:

- (1) To propose to the Board to convene an extraordinary general meeting of shareholders;
- (2) To propose to convene a Board meeting;
- (3) To independently engage intermediary institutions to conduct audits, consultations, or verifications on specific matters of the Company;
- (4) To publicly solicit shareholder rights from shareholders in accordance with the law;
- (5) To express independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;
- (6) Other duties and authority stipulated by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.

The exercise of the duties and authority in items (1), (2), and (3) of the preceding paragraph by independent Directors shall be approved by more than half of all independent Directors.

Where an Independent Director exercises any of the powers set out in the first paragraph of this Article, the Company shall make timely disclosure in accordance with the applicable requirements. Where any of the aforesaid powers cannot be exercised properly, the Company shall disclose the specific circumstances and the reasons therefor.

Article 21 The following matters shall be submitted to the Board for consideration after obtaining the consent of more than half of all independent Directors of the Company:

- (1) Connected transactions subject to disclosure;
- (2) Proposals for variation or waiver of undertakings made by the Company or the relevant parties;
- (3) Decisions made and measures taken by the board of directors of the acquired listed company in response to the acquisition;
- (4) Other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Articles of Association.

Article 22 Independent Directors shall express one of the following categories opinions on relevant matters: consent; reservations and the reasons therefor; objections and the reasons therefor; inability to express opinions and the obstacles thereto.

Article 23 If the relevant matters belong to matters requiring disclosure, the Company shall disclose the opinions of the independent Directors in accordance with the law. Where Independent Directors are unable to reach a unanimous opinion due to differing views, the Board shall disclose the respective opinions of each Independent Director separately.

Article 24 The Company shall convene meetings attended exclusively by Independent Directors (hereinafter referred to as the “Independent Directors’ Meetings”) on a regular or ad hoc basis. The matters set out in items (1) to (3) of Article 20 and Article 21 of these Rules shall be considered at an Independent Directors’ Meeting.

An Independent Directors’ Meeting may also discuss such other matters of the Company as it considers necessary.

Minutes shall be prepared for each Independent Directors’ Meeting in accordance with the applicable requirements. The opinions expressed by the Independent Directors shall be recorded in the minutes, and the Independent Directors shall confirm the minutes.

Independent Directors’ Meetings shall be convened and chaired by the Convenor of the Independent Directors. Where the Convenor fails or is unable to perform his/her duties, two or more Independent Directors may convene the meeting themselves and elect one of them to chair the meeting.

The Company shall provide the necessary convenience and support for the convening of Independent Directors’ Meetings.

Article 25 Prior to the convening of a Board meeting, Independent Directors may communicate with the Company Secretary regarding the matters proposed to be considered, make enquiries, request supplementary information and put forward comments or recommendations. The Board and the relevant personnel shall carefully consider the questions, requests and recommendations raised by the Independent Directors and shall provide timely feedback regarding revisions to the resolutions and the follow-up actions taken.

Article 26 Independent Directors shall attend Board meetings in person. Where an Independent Director is unable to attend a Board meeting in person due to any reason, he/she shall review the meeting materials in advance, form a clear opinion and appoint another Independent Director in writing to attend the meeting and vote on his/her behalf.

Article 27 Independent Directors shall continuously monitor the implementation of Board resolutions relating to the matters specified in the Administrative Measures for Independent Directors of Listed Companies. Where an Independent Director discovers any circumstance involving a violation of laws, administrative regulations, CSRC requirements, the business rules of the stock exchange, the Articles of Association, or resolutions of the general meeting or the Board, he/she shall promptly report the matter to the Board and may require the Company to provide a written explanation. Where disclosure is required, the Company shall make timely disclosure in accordance with the applicable requirements.

CHAPTER 5 CONDITIONS NECESSARY FOR THE PERFORMANCE OF DUTIES BY INDEPENDENT DIRECTORS

Article 28 In addition to attending general meetings, Board meetings and meetings of the respective special committees of the Board, the Independent Directors shall, having regard to the actual circumstances of the Company, conduct investigations annually into, among other things, the Company's production and operation, the establishment and implementation of internal control management and ESG-related systems, the implementation of resolutions, and shall conduct working discussions with the management of the Company and carry out on-site inspections of the Company's major investment, production and construction projects.

Article 29 To ensure that the Independent Directors can effectively perform their duties, the Company shall provide them with the necessary conditions. The chairman of the Board shall meet with the Independent Directors at least once each year without the presence of other Directors. The management of the Company, in particular the Company Secretary, shall maintain timely and adequate communication with the Independent Directors to ensure the smooth discharge of their duties.

Article 30 The Company shall ensure that the Independent Directors enjoy the same rights to information as other Directors, shall provide them with relevant materials and information in a timely manner, keep them regularly informed of the Company's operations and, where necessary, arrange on-site visits for the Independent Directors.

In respect of matters to be considered by the Board, the Company shall notify the Independent Directors within the prescribed time limit and provide them with adequate information at the same time. Where any Independent Director considers that the information provided is insufficient, he/she may request that supplementary information be provided.

Where two or more Independent Directors consider that the information provided is insufficient or that the basis of the discussion is unclear, they may jointly submit a written request to the Board for the postponement of the Board meeting or the deferment of the consideration of the relevant matter, and the Board shall adopt such request.

Article 31 The Company shall provide the working conditions necessary for Independent Directors to perform their duties:

- (1) the Company Secretary shall actively assist the Independent Directors in performing their duties, including providing background information, documents and other assistance;
- (2) where the independent opinions, proposals or written statements of the Independent Directors are required to be published, the Company Secretary shall promptly arrange for the relevant publication through the stock exchange;

- (3) providing the Independent Directors with newspapers or journals used by the Company for the publication of information, or the corresponding electronic information;
- (4) assisting the Independent Directors in carrying out investigations relating to the performance of their duties;
- (5) where the Independent Directors consider it necessary to convene a meeting attended exclusively by Independent Directors, providing meeting venues and other necessary facilities;
- (6) actively assisting the Independent Directors in obtaining relevant information and providing the necessary support and assistance for the performance of their duties through, among other things, arranging on-site inspections and organising presentations by professional advisers;
- (7) such other conveniences and assistance relating to the performance of duties as may be required by the Independent Directors.

Article 32 When the Independent Directors exercise their powers, the relevant personnel of the Company shall actively cooperate and shall not refuse, obstruct or conceal information, nor interfere with the Independent Directors in the independent exercise of their powers.

Article 33 The costs incurred by the Independent Directors in engaging intermediaries, together with other expenses reasonably incurred in the exercise of their powers, including travelling and communication expenses, shall be borne by the Company.

Article 34 The Company shall pay appropriate remuneration to the Independent Directors. The level of such remuneration shall be commensurate with the Company's operation and performance, size and scale, industry position, and the responsibilities and duties assumed by the Independent Directors. A proposal on the remuneration of the Independent Directors shall be formulated by the Board and submitted to the general meeting for approval, and details thereof shall be disclosed in the annual report.

Save for the aforesaid remuneration, the Independent Directors shall not receive any additional or undisclosed benefits from the Company, its substantial shareholders or any institution or person having an interest in the Company.

Article 35 The Company shall establish an appropriate directors' and officers' liability insurance system for the Independent Directors. Subject to the approval of the general meeting, the Company shall arrange appropriate insurance coverage for the Independent Directors to cover risks arising from the proper performance of their duties and shall review and, where necessary, update the scope of such insurance coverage annually. The scope of the insurance coverage shall be governed by the relevant insurance contract, provided that liabilities arising from any breach by an Independent Director of applicable laws, regulations or the Articles of Association shall be excluded from such coverage.

CHAPTER 6 RIGHTS AND OBLIGATIONS OF INDEPENDENT DIRECTORS

Article 36 Where an Independent Director becomes aware of any of the following circumstances in relation to the Company or any relevant party, he/she shall proactively conduct enquiries and ascertain the relevant facts:

- (1) any material matter has not been submitted to the Board or the general meeting for consideration in accordance with the applicable requirements;
- (2) the Company has failed to fulfil its information disclosure obligations in a timely or appropriate manner;
- (3) the information published by the Company may contain any false record, misleading statement or material omission;
- (4) the Company's production or operation may be in breach of applicable laws, regulations or the Articles of Association;
- (5) any other suspected unlawful or non-compliant conduct or circumstances prejudicial to the interests of public shareholders. Where an Independent Director confirms that any of the above circumstances exists, he/she shall promptly urge the Company or the relevant party to rectify the same.

Article 37 Where an Independent Director encounters any obstruction in exercising the powers conferred upon him/her under applicable laws and regulations, he/she may explain the relevant circumstances to the Board and require the Directors, senior management and other relevant personnel to provide the necessary cooperation. The specific circumstances of such obstruction and the manner in which it is resolved shall be recorded in his/her working records.

Where any of the following circumstances materially impedes an Independent Director from performing his/her duties or exercising his/her powers, the Independent Director may report the matter to the CSRC and the relevant stock exchange:

- (1) where he/she has been removed from office and considers that the reasons for such removal are improper;
- (2) where he/she resigns as a result of the Company's obstruction of his/her lawful exercise of powers;
- (3) where the Board fails to adopt a written request jointly made by two or more Independent Directors for the postponement of a Board meeting or the deferment of the consideration of the relevant matter on the ground that the Board papers are insufficient;
- (4) where the Board fails to take effective measures after having been informed of any suspected unlawful or non-compliant conduct of the Company;

- (5) where the Company fails to make timely disclosure of matters relating to the performance of duties by the Independent Director that are required to be disclosed;
- (6) any other circumstance that materially impedes the Independent Director from exercising his/her powers.

Article 38 Independent Directors shall submit a duty performance report to the annual general meeting of shareholders of the Company. The duty performance report shall include the following contents:

- (1) attendance at Board meetings and general meetings during the preceding year, including the reasons for and number of absences from meetings attended in person;
- (2) the opinions expressed and voting cast at Board meetings, including any abstentions from voting or votes against resolutions and the reasons therefor;
- (3) participation in the special committees of the Board and the Independent Directors' Meetings;
- (4) the exercise of the special powers of Independent Directors in accordance with the Administrative Measures for Independent Directors of Listed Companies;
- (5) material matters communicated with the internal audit function and the accounting firm responsible for the Company's audit regarding the Company's financial position and business operations, including the means of communication adopted and the outcomes thereof;
- (6) the time spent working at the Company and the work performed on-site;
- (7) investigations conducted into the Company's production and operation, corporate systems, implementation of Board resolutions, discussions with management and on-site inspections of the Company's major investment, production and construction projects;
- (8) the work undertaken in safeguarding the lawful rights and interests of public shareholders;
- (9) participation in training;
- (10) other work performed in discharging the duties of an Independent Director in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules and the Articles of Association;
- (11) the results of his/her self-assessment as to whether he/she continues to satisfy the independence requirements and whether any change has occurred in the matters covered by his/her declaration and undertaking as a Director candidate.

The report on the performance of duties by an Independent Director shall be disclosed no later than the date on which the notice convening the annual general meeting is dispatched.

Article 39 An Independent Director shall maintain written records of the performance of his/her duties by way of an Independent Director's Working Record. Materials obtained by the Independent Director in the course of performing his/her duties, records of relevant meetings, correspondence with the Company and personnel of intermediary firms, and other relevant documents shall form part of such working records. Upon being signed and confirmed by the Independent Director, such records shall be deposited with the Company for safekeeping together with the materials relating to the annual general meeting.

Article 40 The Independent Directors' Working Records and all information and materials provided by the Company to the Independent Directors shall be retained for a period of not less than ten years.

Article 41 Independent Directors shall continuously enhance their knowledge of securities laws, regulations and relevant rules so as to improve their capability in performing their duties.

CHAPTER 7 ANNUAL REPORT WORKING SYSTEM

Article 42 Independent Directors shall diligently perform their duties and responsibilities during the preparation and disclosure of the Company's annual report.

Article 43 Following the end of each financial year, the management of the Company shall provide the Independent Directors with a comprehensive report on the Company's operating results and the progress of major matters during the year. At the same time, the Company shall arrange for the Independent Directors to conduct on-site inspections in relation to the relevant matters. Written records shall be maintained in respect of the aforesaid matters, and the relevant documents shall, where necessary, be signed by the relevant parties.

Article 44 Before the commencement of the annual audit by the certified public accountants, the person in charge of the Company's finance function shall submit to each Independent Director the audit timetable for the year together with other relevant information in writing.

Article 45 After the reporting accountants have issued their preliminary audit opinion and before the Board meeting convened to consider the annual report, the Company shall arrange at least one meeting between the Independent Directors and the reporting accountants to discuss issues identified during the audit process. The Independent Directors shall attend such meeting in the discharge of their duties. Minutes of the meeting shall be prepared and signed by the relevant parties.

Article 46 Independent Directors shall closely monitor the confidentiality arrangements relating to the preparation of the annual report and prevent any unlawful or non-compliant conduct, including the leakage of inside information and insider dealing.

Article 47 Independent Directors shall express independent opinions in the annual report on material matters during the year, including the Company's connected transactions.

Article 48 The Company Secretary shall be responsible for coordinating communication between the Independent Directors and the management of the Company, and shall actively facilitate the Independent Directors in performing their duties during the preparation of the annual report by providing the necessary support.

Article 49 Upon completion of the annual audit, the Independent Directors shall convene a meeting with the annual audit firm without the presence of management to obtain a detailed understanding of the audit firm's observations on the Company's risk matters and management recommendations, and shall submit a management recommendation report to the Company.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 50 Any matters not provided for in these Rules shall be governed by the applicable laws, regulations, regulatory documents and the Articles of Association.

Article 51 For the purposes of these Rules, the terms "not less than" and "not more than" shall include the specified number, whereas the terms "more than" and "greater than" shall exclude the specified number.

Article 52 These Rules shall come into effect upon approval by the general meeting of the Company.

Article 53 These Rules shall be interpreted and amended by the Board.

EXECUTIVE DIRECTORS

Dr. Hon Ta-Wei (alias Hon David Tak Wei) (韓德璋) (“**Dr. Hon**”), aged 84, is the founder of the DAHON brand, the executive Director, the chairman of our Board and the general manager of the Company. He has been serving as the senior management and has been responsible for overseeing and managing the overall strategic planning, business direction and daily operation of the Group since the establishment. He was appointed as the Director in August 2023, and was re-designated as the executive Director in January 2025. Dr. Hon is also the director of Dahon Technologies (HK) Limited (美大行科技(香港)有限公司), Dahon International Inc. and DAGOLD Technology (Tianjin) Vehicle Industry Co., Ltd. (大金科工(天津)車業有限公司), and the management board member of Dahon Europe OU, the subsidiary of the Company.

Dr. Hon obtained a Ph.D. degree in Physics from the University of Southern California in February 1973.

Before starting the business in the folding bicycle industry, Dr. Hon focused on the research and development of lasers, and co-authored “Laser Handbook”, a book published in 1979 containing articles on laser technology and applications, written by authors active in academia, industry and government laboratories.

Dr. Hon has over 40 years of experience in business management in the bicycles manufacturing industry. The following table sets out Dr. Hon’s major professional experience:

Name of company	Principal business activities	Last position held	Roles and responsibilities	Period of services
Dahon North America Inc. (hereinafter referred to as “DNA”)	Distribution of bicycles in the United States	Director and chief executive officer	Overall strategic planning and management	From February 1982 to January 2023
Dahon Global Co., Limited	Office administration, office support and other business support activities	Director	Overall strategic planning and management	From May 2013 to present
Dahon Technology (Shenzhen) Co., Ltd. (hereinafter referred to as “DH Technology”)	Sales of hardware products and spare parts	Executive director and general manager	Overall strategic planning and management	From November 2001 to present
Shenzhen Riding Sports Technology Co., Ltd. (深圳市騎吧運動科技有限公司)	Sales of bicycles and related accessories	Executive director and general manager	Overall strategic planning and management	From May 2014 to February 2022

Dr. Hon has been recognized as the “Father of Modern Folding Bicycles” and according to CIC, Dr. Hon’s invention brought the first commercialized modern folding bicycle brand to market, opening new possibilities for urban mobility. Dr. Hon is well recognized in the bicycles manufacturing industry and honored with various awards. He was awarded the Good Product Design Award by, among others, the Industrial Development Bureau, Ministry of Economic Affairs of Taiwan in 1993 for his excellent design of folding bicycle. He received the 30 years recognition award by BIKE EUROPE in 2012. He further received the Outstanding Contribution Award for the Bicycle Industry (自行車行業卓越貢獻獎) from the Guang Dong Bicycle & Electric Vehicle Association (廣東省自行車電動車行業協會) in 2016. He was awarded the Lifetime Achievement Award (終身成就獎) by MagicCycling (美騎) in 2019, and was recognized as the Outstanding Contributor (傑出貢獻人物) by the Guang Dong Bicycle & Electric Vehicle Association (廣東省自行車電動車行業協會) in January 2020. He was selected for China Central Television’s ‘Extraordinary Craftsman’ programme (中央電視台非凡匠人欄目) in 2022. He was engaged as the Deputy Head of Science of Shenzhen Baoan District Art Exhibition Primary School(深圳市寶安區藝展小學) in 2026.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Dr. Hon for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Dr. Hon will receive remuneration comprises basic salary, performance bonus, other allowances and Director’s allowance. The basic salary is a fixed component determined by the scope of responsibilities, administration coverage and strategic importance of the role as well as market salary levels. Performance bonus is determined by applying a differential coefficient based on the Company’s overall revenue and profitability, as well as the results of individual performance appraisals. Other allowances, such as meal and accommodation allowances, are reasonable compensation for additional living or business expenses incurred by Directors during the course of performing duties. The specific remuneration of Dr. Hon during his term of office shall be determined in accordance with the remuneration plan approved at the Company’s 2025 annual general meeting.

As at the Latest Practicable Date, Dr. Hon is interested or deemed to be interested in (i) 21,032,165 Domestic Shares as beneficial owner; (ii) 378,941 Domestic Shares through his controlling interest as the sole general partner of Dahon Tech Enterprise LP, pursuant to Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, he does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Hon (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Dr. Hon as an executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Ms. Li Guiyu (李桂玉), aged 42, is our executive Director and deputy general manager, and is mainly responsible for the overall strategic planning, business direction and management of our Group. She joined our Group in December 2017 as the director of the Board office, and was appointed as our deputy general manager in October 2018. She was appointed as our Director in November 2019, and was re-designated as our executive Director in January 2025. Ms. Li Guiyu is also a director of Shenzhen Meidahan Trading Co., Ltd. (深圳市美大行商貿有限公司), Dahon Tech (Huizhou) Co., Ltd. (大行科工(惠州)有限公司) and DAGOLD Technology (Tianjin) Vehicle Industry Co., Ltd. (大金科工(天津)車業有限公司), those aforementioned are our subsidiaries.

Ms. Li Guiyu has over 20 years of experience in bicycle manufacturing industry. Prior to joining our Group, Ms. Li Guiyu served successively as a technician, an assistant to the production director, a sales manager, a procurement manager and the director of the board office at DH Technology from December 2002 to December 2017 and was mainly responsible for management and administration of the board office in her last position at the company. Ms. Li Guiyu obtained her bachelor's degree in management from Sun Yat-sen University (中山大學) in the PRC in December 2016.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Ms. Li Guiyu for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders' approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Ms. Li Guiyu will receive remuneration comprises basic salary, performance bonus, other allowances and Director's allowance. The basic salary is a fixed component determined by the scope of responsibilities, administration coverage and strategic importance of the role as well as market salary levels. Performance bonus is determined by applying a differential coefficient based on the Company's overall revenue and profitability, as well as the results of individual performance appraisals. Other allowances, such as meal and accommodation allowances, are reasonable compensation for additional living or business expenses incurred by Directors during the course of performing duties. The specific remuneration of Ms. Li Guiyu during her term of office shall be determined in accordance with the remuneration plan approved at the Company's 2025 annual general meeting.

As at the Latest Practicable Date, Ms. Li Guiyu does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Li Guiyu (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or

overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Li Guiyu as an executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Ms. Liu Guocun (劉國存) (“Ms. Liu”), aged 37, is our executive Director, deputy general manager and director of the Board office and is responsible for the overall strategic planning, business direction and human resources and administration management of our Group. She joined our Group in December 2017, and has then served as our deputy director of the Board office, director of the Board office, manager of the management department, deputy director of the management department, chief administrative officer and assistant deputy general manager. She served as our Supervisor from November 2019 to August 2023. She was appointed as our Director in August 2023 and was redesignated as our executive Director in January 2025. Ms. Liu is also a director of Shenzhen Dahon Trading Co., Ltd. (深圳市大行商貿有限公司), Shenzhen Dahon Tech Trading Co., Ltd. (深圳市大行科商貿有限公司) and Shenzhen Dahon Ind Tech Co., Ltd. (深圳市大行工科技有限公司) a supervisor of Shenzhen Meidahon Trading Co., Ltd. (深圳市美大行商貿有限公司), Dahon Tech (Huizhou) Co., Ltd. (大行科工(惠州)有限公司), those aforementioned are our subsidiaries.

Ms. Liu has over 17 years of experience in the electronics and bicycle manufacturing industry. Prior to joining our Group, Ms. Liu served as ISO System Engineer and assistant to the quality manager Shenzhen Fushun Electronics Co., Ltd. (深圳市百亨電子有限公司), a company principally engaged in the manufacturing and sales of electronic components, from July 2007 to December 2013, and was mainly responsible for document control, maintaining the company’s ISO system, and assisting in the establishment of the company’s quality management system. Ms. Liu then served as ISO specialist, secretary of general manager, assistant of the audit director and company secretary at DH Technology from January 2014 to December 2017, where she was responsible for managing the company’s ISO system, and assisting the general manager and chairman. Ms. Liu obtained her undergraduate degree in business administration from the National Open University (國家開放大學) in PRC in January 2024.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Ms. Liu for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders’ approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Ms. Liu will receive remuneration comprises basic salary, performance bonus, other allowances and Director’s allowance. The basic salary is a fixed component determined by the scope of responsibilities, administration coverage and strategic importance of the role as well as

market salary levels. Performance bonus is determined by applying a differential coefficient based on the Company's overall revenue and profitability, as well as the results of individual performance appraisals. Other allowances, such as meal and accommodation allowances, are reasonable compensation for additional living or business expenses incurred by Directors during the course of performing duties. The specific remuneration of Ms. Liu during her term of office shall be determined in accordance with the remuneration plan approved at the Company's 2025 annual general meeting.

As at the Latest Practicable Date, Ms. Liu does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Liu (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Liu as an executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Ms. Lee Hsiu-Fen (李秀芬), aged 61, is our executive Director and chief financial officer, and is responsible for the strategic planning of integration of business and finance, and financial management of our Group. She joined our Group in October 2019 and has served successively as the deputy director of the finance department and the chief financial officer of our Company. Ms. Lee Hsiu-Fen is also a director of Shenzhen Dahon Sharing Technology Co., Ltd. (深圳大行共享科技有限公司), a supervisor of DAGOLD Technology (Tianjin) Vehicle Industry Co., Ltd. (大金科工(天津)車業有限公司), those aforementioned are our subsidiaries. She was appointed as our executive Director in January 2025. Prior to joining our Group, Ms. Lee Hsiu-Fen served as the manager of the finance department at IDEAL (Dongguan) Bicycle Co., Ltd. (愛地雅(東莞)自行車有限公司), a company principally engaged in the production and sales of bicycles, from June 2005 to February 2009, and from September 2009 to March 2016. Ms. Lee Hsiu-Fen also served as the senior manager of the finance department of overseas business department at Taiwan Oasis Technology Co., Ltd. (李洲科技股份有限公司) from February 2017 to August 2018.

Ms. Lee Hsiu-Fen obtained her associate degree in Finance and Taxation from De Ming University of Science and Technology (德明財經科技大學) (formerly known as De Ming Business and Technology College (德明商專)) in Taiwan, in June 1985. She then obtained her master's degree in financial management from Jinan University (暨南大學) in the PRC in June 2012.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a service contract with Ms. Lee Hsiu-Fen for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders' approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Ms. Lee Hsiu-Fen will receive remuneration comprises basic salary, performance bonus, other allowances and Director's allowance. The basic salary is a fixed component determined by the scope of responsibilities, administration coverage and strategic importance of the role as well as market salary levels. Performance bonus is determined by applying a differential coefficient based on the Company's overall revenue and profitability, as well as the results of individual performance appraisals. Other allowances, such as meal and accommodation allowances, are reasonable compensation for additional living or business expenses incurred by Directors during the course of performing duties. The specific remuneration of Ms. Lee Hsiu-Fen during her term of office shall be determined in accordance with the remuneration plan approved at the Company's 2025 annual general meeting.

As at the Latest Practicable Date, Ms. Lee Hsiu-Fen does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Lee Hsiu-Fen (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Lee Hsiu-Fen as an executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Lee Lai Sun Peter (李勵生) (“Dr. Lee”), aged 84, was appointed as our independent non-executive Director in January 2025, effective from the Listing Date. Dr. Lee is primarily responsible for supervising and providing independent judgment to the Board. Dr. Lee has served as the director of Joseph Needham Foundation for Science and Civilisation Limited (formerly East Asian History of Science Foundation Limited (EAHSF)) since 1981, and is currently the chairman of the foundation. Dr. Lee served in Coca-Cola Company, a well-known soft drink company based in the U.S., in 1970s. In 1980s, he held management positions within Coca-Cola Company, including serving as the vice president of Coca-Cola's Pacific Group. He subsequently diversified his career interests across several sectors, including but not limited to serving as a director of Chesapeake Asia

Pacific Limited from 2002 to 2007, a director of E-Business Solutions Limited (previously known as ETI Consulting Limited) from 2003 to 2017, and a director of Rondabosh International Limited since 2007.

Dr. Lee obtained a Bachelor of Science degree in chemistry from Seattle University in the U.S. in June 1964, and a Ph.D. degree in chemistry from Michigan State University in the U.S. in September 1971.

Dr. Lee has been recognized as an Honorary Citizen (榮譽市民) of Kunshan, Jiangsu Province, the PRC by the People's Government of Kunshan (崑山市人民政府) since October 2002. He is an Emeritus member of the American Chemical Society.

Dr. Lee will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders' approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Dr. Lee will receive a fixed Director's fee of RMB50,000 per annum. The level of the fee is determined with reference to industry practice and local economic conditions to safeguard the independence and objectivity of the supervisory role.

As at the Latest Practicable Date, Dr. Lee does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Lee (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Dr. Lee as an independent non-executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Liu Xuequan (劉學權) ("Mr. Liu"), aged 67, was appointed as an independent non-executive Director in January 2025, with effect from the September 9, 2025. Mr. Liu is primarily responsible for supervising and providing independent judgment to the Board. Mr. Liu has more than 18 years of experience in product planning and technical advancement on bicycle. From July 2002 to September 2008, Mr. Liu was the technical director at DH Technology, where he was primarily responsible for product research and development, production line design, and market research for new product channels. He also served as the head of the technology center in Tianjin Goldstar Group Co., Ltd. (天津富士達集團有限公司), a company principally engaged in production and wholesale of bicycles, where he was in charge of product development and high-tech enterprise construction from May 2009 to May 2020. He then worked as a consultant in Yadea

Technology Group Co., Ltd. (雅迪科技集團有限公司), a company principally engaged in electric bicycle development and a subsidiary of Yadea Group Holdings Ltd. (Stock Code: 1585) from May 2020 to April 2021. Mr. Liu served as the chairman of the sixth council of the Tianjin Bicycle Electric Bicycle Industry Association (天津自行車電動車行業協會) from 2016 to 2022, and the vice chairman of the ninth council at the China Bicycle Association (中國自行車協會) from 2018 to 2022, where he was involved in promoting industry development, contributing to the industry's development, participating in the formulation of industry standards, and promoting the application of new technologies.

Mr. Liu obtained his bachelor's degree in metal pressure processing from Northeastern University (東北大學) (formerly known as Northeast University of Technology (東北工學院)) in the PRC in October 1989. In 2013, Mr. Liu was entitled the "Model Worker" of the National Light Industry by the Human Resources and Social Security Bureau of the PRC (中華人民共和國人力資源和社會保障局), China Light Industry Federation (中國輕工業聯合會) and All-China Federation of Handicrafts Cooperatives (中華全國手工業合作總社).

Mr. Liu will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders' approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Mr. Liu will receive a fixed Director's fee of RMB50,000 per annum. The level of the fee is determined with reference to industry practice and local economic conditions to safeguard the independence and objectivity of the supervisory role.

As at the Latest Practicable Date, Mr. Liu does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Liu as an independent non-executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Mr. Zhao Gensheng (趙根生) ("Mr. Zhao"), aged 51, was appointed as an independent non-executive Director in January 2025, with effect from the Listing Date. Mr. Zhao is primarily responsible for supervising and providing independent judgment to the Board.

Mr. Zhao has over 16 years of experience in accounting and financial management. In November 2002, Mr. Zhao joined Dongguan Wanjiang Hecheng Precision Electronics Factory (東莞市萬江合成精密電子廠), which is principally engaged in the processing of

electronic products, as an accountant. Since April 2010, Mr. Zhao has been an accounting project manager (certified public accountant) at Guangdong Yuanhe Certified Public Accountants (廣東方圓會計師事務所), where he is responsible for auditing, certification, and consultation services, as well as preparing various audit reports and tax reports.

Mr. Zhao completed his undergraduate studies in Chongqing Institute of Commerce (重慶商學院) in June 1999, majoring in accounting. Mr. Zhao was accredited as intermediate accountant by the Ministry of Finance (財政部) in May 2002 and as certified tax agent by the Guangdong Provincial Department of Human Resources and Social Security (廣東省人事廳) in September 2005. He was also accredited as certified public accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Zhao will enter into a letter of appointment with the Company for a term of three years commencing from the date of the EGM, which upon expiry is renewable for a further term of three years under Shareholders' approval at the EGM subject to early termination in accordance with the terms therein and retirement by rotation, and eligible for re-election pursuant to relevant regulations. Mr. Zhao will receive a fixed Director's fee of RMB50,000 per annum. The level of the fee is determined with reference to industry practice and local economic conditions to safeguard the independence and objectivity of the supervisory role.

As at the Latest Practicable Date, Mr. Zhao does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhao (i) has not held any other position with the Company or other members of the Group; (ii) has not held any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (iii) has no other major appointments or professional qualifications; and (iv) does not have any relationships with any Director, member of senior management, substantial shareholder or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhao as an independent non-executive Directors which is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor there is any other matter relating to such appointment which needs to be brought to the attention of the Shareholders or the Stock Exchange.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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



DAHON TECH (SHENZHEN) CO., LTD.

大行科工（深圳）股份有限公司

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

(Stock Code: 2543)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of DAHON TECH (SHENZHEN) CO., LTD. (the “**Company**”) will be held at Room 211, Block A, Manjinghua Chuangzhi Center, Shapu Community, Songgang Sub-district, Bao'an District, Shenzhen, the People's Republic of China at 9:30 a.m. on Friday, August 14, 2026, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

- 1.0 To consider and approve the abolishment of the board of supervisors of the Company and the proposed amendments to the articles of association of the Company and authorizes the board of directors of the Company (the “**Board**”) and its authorized representatives to handle, on behalf of the Company, the filing, amendments, registration and other related matters necessary for this matter.

ORDINARY RESOLUTIONS

- 2.0 To consider and approve the repeal of the Terms of Reference for Board of Supervisors.
- 3.0 To consider and approve, by cumulative voting system, the election of executive directors of the second session of the Board (excluding employee representative director). (4 executive directors of the Company are elected)
 - 3.1 To consider and approve the election of Dr. Hon Ta-Wei (韓德瑋) as an executive director of the Company.
 - 3.2 To consider and approve the election of Ms. Li Guiyu (李桂玉) as an executive director of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 3.3 To consider and approve the election of Ms. Liu Guocun (劉國存) as an executive director of the Company.
- 3.4 To consider and approve the election of Ms. Lee Hsiu-Fen (李秀芬) as an executive director of the Company.
- 4.0 To consider and approve, by cumulative voting system, the election of independent non-executive directors of the second session of the Board. (3 independent non-executive directors of the Company are elected)
- 4.1 To consider and approve the election of Dr. Lee Lai Sun Peter (李勵生) as an independent non-executive director of the Company.
- 4.2 To consider and approve the election of Mr. Liu Xuequan (劉學權) as an independent non-executive director of the Company.
- 4.3 To consider and approve the election of Mr. Zhao Gensheng (趙根生) as an independent non-executive director of the Company.
- 5.0 To consider and approve the proposed amendments to the governance policies of the Company.
- 5.1 To consider and approve the proposed amendments to the Rules of Procedures for General Meetings (股東會議事規則).
- 5.2 To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings (董事會議事規則).
- 5.3 To consider and approve the proposed amendments to the Policy for Independent Directors (獨立董事工作制度).

By order of the Board

DAHON TECH (SHENZHEN) CO., LTD.

Dr. Hon Ta-Wei

Chairman of the Board, Executive Director and General Manager

Shenzhen, July 21, 2026

As of the date of this announcement, the executive directors of the Company are Dr. Hon Ta-Wei, Ms. Li Guiyu, Ms. Liu Guocun and Ms. Lee Hsiu-Fen; and the independent non-executive directors of the Company are Dr. Lee Lai Sun Peter, Mr. Liu Xuequan and Mr. Zhao Gensheng.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolutions are set out in the circular of the Company dated July 21, 2026.
2. Resolutions to be submitted at the EGM shall be voted on by poll.
3. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, August 11, 2026 to Friday, August 14, 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date for the purpose of ascertaining the eligibility of the holders of H shares to attend and vote at the EGM is on Friday, August 14, 2026. In order to be eligible to attend and vote at the forthcoming EGM, holders of H Shares must lodge all completed transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before 4:30 p.m. on Monday, August 10, 2026.
4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.
5. The form of proxy must be signed by the Shareholder or by an authorized person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a director or duly authorized attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
6. In order to be valid, in the case of holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authorization document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorization document, must be deposited with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the EGM. In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wish. In this case, the power of attorney will be deemed to have been revoked.
7. Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate shareholder.
8. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
9. All times refer to Hong Kong local time, except as otherwise stated.