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Medtide Inc.

泰德醫藥(浙江)股份有限公司

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

(Stock Code: 3880)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO THE PROCEDURE RULES
FOR THE GENERAL MEETING;
(3) PROPOSED AMENDMENTS TO THE PROCEDURE RULES
FOR THE BOARD OF DIRECTORS;
AND
(4) PROPOSED AMENDMENTS TO
CERTAIN SYSTEMS OF THE COMPANY**

The board (the “**Board**”) of directors (“**Director(s)**”) of Medtide Inc. (the “**Company**”) hereby announces that the Board passed resolutions in relation to, among others, (i) the proposed amendments to the Articles of Association of the Company; (ii) the proposed amendments to the Procedure Rules for the General Meeting; (iii) the proposed amendments to the Procedure Rules for the Board of Directors; and (iv) the proposed amendments to certain systems of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to optimize corporate governance, reflect the latest information of our promoters, and accommodate the actual operational and management needs of the Company, the Company proposes to make amendments to the relevant articles of the Articles of Association as follows (the “**Proposed Amendments to the Articles of Association**”):

Before Amendment	After Amendment
Article 11 Senior management referred to in the Articles of Association represent the Company’s general manager (chief executive officer), secretary to the Board, chief commerce officer, financial controller and other personnel as stipulated in the Articles of Association.	Article 11 Senior management referred to in the Articles of Association represent the Company’s general manager (chief executive officer), secretary to the Board, chief commerce officer , <u>chief</u> financial <u>officer</u> controller and other personnel as stipulated in the Articles of Association <u>other senior management appointed by the Board.</u>

Before Amendment					After Amendment				
Article 18 The Company was established with a share capital of RMB125,000,000 and a total of 125,000,000 Shares, all being ordinary Shares. The name of, the number of Shares subscribed for and the methods of capital contribution by, each promotor at the establishment of the Company are as followed:					Article 18 The Company was established with a share capital of RMB125,000,000 and a total of 125,000,000 Shares, all being ordinary Shares. The name of, the number of Shares subscribed for and the methods of capital contribution by, each promotor at the establishment of the Company are as followed:				
No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution	No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution
1	Health Angel International Limited (琪康國際有限公司)	5,956.7875	47.6543%	By conversion of net assets into shares	1	Health Angel International Limited (琪康國際有限公司)	5,956.7875	47.6543%	By conversion of net assets into shares
2	Hangzhou Haiding Technology Co., Ltd. (杭州海鼎科技有限公司)	1,541.0125	12.3281%	By conversion of net assets into shares	2	Hangzhou Haiding Technology Co., Ltd. (杭州海鼎科技有限公司)	1,541.0125	12.3281%	By conversion of net assets into shares
3	Li Xiangli (李湘莉)	1,027.3375	8.2187%	By conversion of net assets into shares	3	Li Xiangli (李湘莉)	1,027.3375	8.2187%	By conversion of net assets into shares
4	Lanxi Puhua Shuoyang Xiaying Venture Investment Partnership (Limited Partnership) (蘭溪普華碩陽夏星創業投資合夥企業(有限合夥))	913.1875	7.3055%	By conversion of net assets into shares	4	Lanxi Puhua Shuoyang Xiaying Venture Investment Partnership (Limited Partnership) (蘭溪普華碩陽夏星創業投資合夥企業(有限合夥)) <u>Hangzhou Puhua Shuoyang Xiaying Venture Investment Partnership (Limited Partnership)</u> (杭州普華碩陽夏星創業投資合夥企業(有限合夥))	913.1875	7.3055%	By conversion of net assets into shares

Before Amendment					After Amendment				
No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution	No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution
5	Quzhou Haibang Taida Venture Capital Partnership (Limited Partnership) (衢州海邦肽達創業投資合夥企業(有限合夥))	720.9375	5.7675%	By conversion of net assets into shares	5	Quzhou Haibang Taida Venture Capital Partnership (Limited Partnership) (衢州海邦肽達創業投資合夥企業(有限合夥))	720.9375	5.7675%	By conversion of net assets into shares
6	Hangzhou Heda New Pharmaceutical Venture Capital Partnership (Limited Partnership) (杭州和達新醫藥創業投資合夥企業(有限合夥))	537.1750	4.2974%	By conversion of net assets into shares	6	Hangzhou Heda New Pharmaceutical Venture Capital Partnership (Limited Partnership) (杭州和達新醫藥創業投資合夥企業(有限合夥))	537.1750	4.2974%	By conversion of net assets into shares
7	Hangzhou Yuanxi Enterprise Management Consulting Partnership (Limited Partnership) (杭州元熙企業管理諮詢合夥企業(有限合夥))	513.6750	4.1094%	By conversion of net assets into shares	7	Hangzhou Yuanxi Enterprise Management Consulting Partnership (Limited Partnership) (杭州元熙企業管理諮詢合夥企業(有限合夥))	513.6750	4.1094%	By conversion of net assets into shares
8	Hangzhou Xiyong Enterprise Consulting Partnership (Limited Partnership) (杭州熙永企業管理諮詢合夥企業(有限合夥))	513.6750	4.1094%	By conversion of net assets into shares	8	Hangzhou Xiyong Enterprise Consulting Partnership (Limited Partnership) (杭州熙永企業管理諮詢合夥企業(有限合夥))	513.6750	4.1094%	By conversion of net assets into shares

Before Amendment					After Amendment				
No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution	No.	Name of promoter	Number of shares ('0000)	Percentage of shareholding	Method of capital contribution
9	Shenzhen Minhe Investment Co., Ltd. (深圳市民和投資有限公司)	273.9625	2.1917%	By conversion of net assets into shares	9	Shenzhen Minhe Investment Co., Ltd. (深圳市民和投資有限公司)	273.9625	2.1917%	By conversion of net assets into shares
10	Hangzhou Haibang Boyuan Venture Capital Partnership (Limited Partnership) (杭州海邦博源創業投資合夥企業(有限合伙))	228.3000	1.8264%	By conversion of net assets into shares	10	Hangzhou Haibang Boyuan Venture Capital Partnership (Limited Partnership) (杭州海邦博源創業投資合夥企業(有限合伙))	228.3000	1.8264%	By conversion of net assets into shares
11	Hainan Jingsheng Yiqi Private Equity Investment Fund Partnership (Limited Partnership) (海南景盛一期私募股權投資基金合夥企業(有限合伙))	136.9750	1.0958%	By conversion of net assets into shares	11	Hainan Jingsheng Yiqi Private Equity Investment Fund Partnership (Limited Partnership) (海南景盛一期私募股權投資基金合夥企業(有限合伙))	136.9750	1.0958%	By conversion of net assets into shares
12	Nanjing Outao Information Technology Co., Ltd. (南京歐陶信息科技有限公司)	136.9750	1.0958%	By conversion of net assets into shares	12	Nanjing Outao Information Technology Co., Ltd. (南京歐陶信息科技有限公司)	136.9750	1.0958%	By conversion of net assets into shares
Total		12,500.0000	100.0000%	-	Total		12,500.0000	100.0000%	-

Before Amendment	After Amendment
Article 111 The Board shall consist of nine Directors with one Chairperson. At all times, more than one-third of the Board shall be independent non-executive Directors, and the total number of independent non-executive Directors shall not be fewer than three, of which at least one independent non-executive Director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. The term of office of an independent non-executive Director shall not exceed nine years.	Article 111 The Board shall consist of five to nine Directors with one Chairperson. At all times, more than one-third of the Board shall be independent non-executive Directors, and the total number of independent non-executive Directors shall not be fewer than three, of which at least one independent non-executive Director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. The term of office of an independent non-executive Director shall not exceed nine years.
Article 112 The Board shall exercise the following functions and powers: (1) to convene the General Meetings and report to the General Meetings; (2) to implement resolutions of the General Meetings; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's profit distribution plans and loss recovery plans; (5) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of bonds or other securities of the Company and listing of the Company; (6) to formulate plans for the Company's major acquisition, repurchase the Shares of the Company, or merger, division, dissolution or change of corporate form of the Company; (7) to decide on matters such as external investments, acquisition and sale of assets, pledge of assets, external guarantee, entrustment of financial management, connected transactions and donations of the Company within the scope of authorization by the General Meeting; (8) to decide on the establishment of internal management organs of the Company;	Article 112 The Board shall exercise the following functions and powers: (1) to convene the General Meetings and report to the General Meetings; (2) to implement resolutions of the General Meetings; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's profit distribution plans and loss recovery plans; (5) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of bonds or other securities of the Company and listing of the Company; (6) to formulate plans for the Company's major acquisition, repurchase the Shares of the Company, or merger, division, dissolution or change of corporate form of the Company; (7) to decide on matters such as external investments, acquisition and sale of assets, pledge of assets, external guarantee, entrustment of financial management, connected transactions and donations of the Company within the scope of authorization by the General Meeting; (8) to decide on the establishment of internal management organs of the Company;

Before Amendment	After Amendment
(9) to decide on the appointment or dismissal of the Company's general manager, secretary of the Board and other senior management officers, and decide on matters of their remuneration, rewards and punishments; based on the nomination of the general manager to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (10) to formulate the basic management system of the Company; (11) to formulate proposals to amend the Articles of Association; (12) to manage the Company's information disclosure; (13) to propose to the General Meeting the appointment or replacement of the accounting firm that provides audit service to our Company; (14) to hear work reports of the general manager of the Company and inspect the work of the general manager; (15) other functions and powers stipulated by the law, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or granted by the Articles of Association. Matters beyond the scope of authorization of the General Meeting should be submitted to the General Meeting for consideration.	(9) to decide on the appointment or dismissal of the Company's general manager, secretary of the Board and other senior management officers, and decide on matters of their remuneration, rewards and punishments; based on the nomination of the general manager to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (10) to formulate the basic management system of the Company; (11) to formulate proposals to amend the Articles of Association; (12) to manage the Company's information disclosure; (13) to propose to the General Meeting the appointment or replacement of the accounting firm that provides audit service to our Company; (14) to hear work reports of the general manager of the Company and inspect the work of the general manager; (15) other functions and powers stipulated by the law, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or granted by the Articles of Association. Matters beyond the scope of authorization of the General Meeting should be submitted to the General Meeting for consideration.
Article 130 The Company shall have one general manager, who shall be appointed or dismissed by the Board. The Company's general manager (chief executive officer) and chief commerce officer hired based on actual needs, financial controller and secretary to the Board are senior management of the Company.	Article 130 The Company shall have one general manager, who shall be appointed or dismissed by the Board. The Company's general manager (chief executive officer) and chief financial commerce officer hired based on actual needs, financial controller and secretary to the Board and other senior management appointed by the Board are senior management of the Company.

Before Amendment	After Amendment
Article 134 The general manager shall be accountable to the Board and exercise the following functions and powers: (1) to oversee the Company’s production and business management operation, to organize the implementation of the resolutions of the Board, and to report his/her works to the Board; (2) to organize the implementation of the Company’s annual business plan and investment plans; (3) to draft plans for the establishment of the Company’s internal management organization; (4) to draft the Company’s basic management system; (5) to formulate specific rules and regulations of the Company; (6) to propose to the Board appointment or dismissal of deputy general manager and chief financial officer of the Company; (7) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board; (8) such other functions and powers conferred by the Articles of Association or the Board. The general manager shall attend the Board meeting as a non-voting delegate.	Article 134 The general manager shall be accountable to the Board and exercise the following functions and powers: (1) to oversee the Company’s production and business management operation, to organize the implementation of the resolutions of the Board, and to report his/her works to the Board; (2) to organize the implementation of the Company’s annual business plan and investment plans; (3) to draft plans for the establishment of the Company’s internal management organization; (4) to draft the Company’s basic management system; (5) to formulate specific rules and regulations of the Company; (6) to propose to the Board appointment or dismissal of deputy general manager and chief financial officer <u>and other senior management</u> of the Company; (7) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board; (8) such other functions and powers conferred by the Articles of Association or the Board. The general manager shall attend the Board meeting as a non-voting delegate.
Article 138 The financial controller shall be nominated by the general manager and be appointed and dismissed by the Board.	Article 138 The <u>chief</u> financial <u>officer</u> controller shall be nominated by the general manager and be appointed and dismissed by the Board.

Save for the proposed amendments, other articles of the Articles of Association shall remain unchanged. The Proposed Amendments to the Articles of Association were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments to the Articles of Association will take effect subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the forthcoming extraordinary general meeting (the “**EGM**”) by way of special resolution. A special resolution in relation to the Proposed Amendments to the Articles of Association will be proposed at the EGM for the approval by the Shareholders.

PROPOSED AMENDMENTS TO THE PROCEDURE RULES FOR THE GENERAL MEETING

In order to further improve and standardize the Company's corporate governance system, the Company proposes to make amendments to the relevant terms of the Procedure Rules for the General Meeting of Medtide Inc. as follows (the **"Proposed Amendments to the Procedure Rules for the General Meeting"**):

Before Amendment	After Amendment
Medtide Inc. Procedure Rules for the General Meeting (Draft)	Medtide Inc. Procedure Rules for the General Meeting (Draft)
Article 1 These rules are formulated in accordance with the provisions of 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 Interim Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other laws, regulations and regulatory documents, as well as the articles of association (the "Articles of Association") of Medtide Inc. (the Company), for the purpose of regulating the conduct of the Company and ensuring that the general meeting of the Company exercises its authority by laws.	Article 1 These rules are formulated in accordance with the provisions of 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 Interim Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other laws, regulations and regulatory documents, as well as the articles of association (the "Articles of Association") of Medtide Inc. (the "Company"), for the purpose of regulating the conduct of the Company and ensuring that the general meeting of the Company exercises its authority by laws.
Article 2 The Company shall convene general meetings in strict compliance with the provisions of laws, administrative regulations, the Articles of Association and these procedure rules, so as to ensure that shareholders are able to exercise their rights in accordance with relevant laws. The board (the "Board") of directors (the "Directors") of the Company shall faithfully perform its duties and diligently and timely organize general meetings. All Directors of the Company shall act with due diligence to ensure that general meetings are duly convened and that their authority is exercised in accordance with relevant law.	Article 2 The Company shall convene general meetings in strict compliance with the provisions of laws, administrative regulations, the Articles of Association and these procedure rules, so as to ensure that shareholders are able to exercise their rights in accordance with relevant laws. The board (the "Board") of directors (the "Directors") of the Company shall faithfully perform its duties and diligently and timely organize general meetings. All Directors of the Company shall act with due diligence to ensure that general meetings are duly convened and that their authority is exercised in accordance with relevant law.

Before Amendment	After Amendment
General meetings are divided into annual general meetings and extraordinary general meetings. An annual general meeting shall be held once a year and within six months after the end of the preceding accounting year. The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances: (1) when the number of Directors falls short of the number required by the Company Law or is less than two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third of the total paid-up share capital; (3) when shareholders individually or jointly holding 10% or more of the outstanding voting shares of the Company request in writing to convene an extraordinary general meeting (the number of shares held is calculated based on the date on which the shareholders make such written request); (4) when the Board deems it necessary; (5) when proposed by the supervisory committee (the “Supervisory Committee”) of the Company; and (6) other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association.	Article 4 General meetings are divided into annual general meetings and extraordinary general meetings. An annual general meeting shall be held once a year and within six months after the end of the preceding accounting year. <u>Extraordinary general meetings may be convened from time to time.</u> The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances: (1) when the number of Directors falls short of the number required by the Company Law or is less than two-thirds of the number specified in the Articles of Association; (2) when the unrecovered losses of the Company amount to one-third of the total paid-up share capital; (3) when shareholders individually or jointly holding 10% or more of the outstanding voting shares of the Company request in writing to convene an extraordinary general meeting (the number of shares held is calculated based on the date on which the shareholders make such written request); (4) when the Board deems it necessary; (5) when proposed by the supervisoryaudit committee (the “SupervisoryAudit Committee”) of the Company; and (6) other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association.
The number of articles shall be increased by one for the original Article 4 to Article 57	Namely: Article 5 to Article 58
Article 4 The Board shall convene general meetings on time within the time limits prescribed in these procedure rules.	Article 45 The Board shall convene general meetings on time within the time limits prescribed in these procedure rules.

Before Amendment	After Amendment
Article 5 Independent Directors shall have the right to propose to the Board that an extraordinary general meeting be convened. In response to a proposal by an independent Director to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene such meeting within ten days from receipt of the proposal.	Article 56 <u>Subject to consent by a simple majority of all independent Directors,</u> Independent Directors shall have the right to propose to the Board that an extraordinary general meeting be convened. In response to a proposal by an independent Director to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene such meeting within ten days from receipt of the proposal. <u>Where the Board agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within five days after the adoption of the relevant board resolution. Where the Board disagrees to hold such a meeting, its reasons shall be given and an announcement shall be made.</u>
Article 6 The Supervisory Committee shall have the right to propose to the Board that an extraordinary general meeting be convened and shall make such proposal in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene such meeting within ten days from receipt of the proposal. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the adoption of the relevant board resolution. Any change to the original proposal in such notice shall be subject to the consent of the Supervisory Committee. If the Board disagrees to convene an extraordinary general meeting or fails to provide a written reply within ten days from receipt of the proposal, the Board shall be deemed unable or unwilling to perform its duty to convene the general meeting, and the Supervisory Committee may convene and preside over such meeting on its own.	Article 67 The Supervisory <u>Audit</u> Committee shall have the right to propose to the Board <u>in writing</u> that an extraordinary general meeting be convened and shall make such proposal in writing. The Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene such meeting within ten days from receipt of the proposal. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the adoption of the relevant board resolution. Any change to the original proposal in such notice shall be subject to the consent of the <u>Supervisory Audit</u> Committee. If the Board disagrees to convene an extraordinary general meeting or fails to provide a written reply within ten days from receipt of the proposal, the Board shall be deemed unable or unwilling to perform its duty to convene the general meeting, and the <u>Supervisory Audit</u> Committee may convene and preside over such meeting on its own.

Before Amendment	After Amendment
Article 7 Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board in writing to convene an extraordinary general meeting. The Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene an extraordinary general meeting within ten days from receipt of the request. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the adoption of the relevant board resolution. Any change to the original request in such notice shall be subject to the consent of the relevant shareholders. If the Board disagrees to convene an extraordinary general meeting or fails to provide a reply within ten days from receipt of the request, the shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the Supervisory Committee that an extraordinary general meeting be convened and shall make such request in writing to the Supervisory Committee. If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days from receipt of the request. Any change to the original request in such notice shall be subject to the consent of the relevant shareholders. If the Supervisory Committee fails to issue a notice of the general meeting within the prescribed time limit, the Supervisory Committee shall be deemed not to convene or preside over the general meeting, and the shareholders individually or jointly holding 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over such meeting on their own.	Article 78 Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board in writing to convene an extraordinary general meeting. The Board shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide a written reply indicating whether it agrees or disagrees to convene an extraordinary general meeting within ten days from receipt of the request. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the adoption of the relevant board resolution. Any change to the original request in such notice shall be subject to the consent of the relevant shareholders. If the Board disagrees to convene an extraordinary general meeting or fails to provide a reply within ten days from receipt of the request, the shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the Supervisory <u>Audit</u> Committee that an extraordinary general meeting be convened and shall make such request in writing to the Supervisory <u>Audit</u> Committee. If the Supervisory <u>Audit</u> Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within five days from receipt of the request. Any change to the original request in such notice shall be subject to the consent of the relevant shareholders. If the Supervisory <u>Audit</u> Committee fails to issue a notice of the general meeting within the prescribed time limit, the Supervisory <u>Audit</u> Committee shall be deemed not to convene or preside over the general meeting, and the shareholders individually or jointly holding 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over such meeting on their own.

Before Amendment	After Amendment
Article 8 If the Supervisory Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board in writing and issue a notice of the general meeting. Prior to the adoption of a resolution by the general meeting, the shareholding percentage of the shareholders convening the meeting shall not be less than 10% of the Company's total share capital.	Article 89 If the SupervisoryAudit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board in writing and issue a notice of the general meeting. Prior to the adoptionpublication of a resolution by the general meeting, the shareholding percentage of the shareholders convening the meeting shall not be less than 10% of the Company's total share capital.
Article 9 For a general meeting convened by the Supervisory Committee or shareholders on their own, the Board and the secretary to the Board shall provide cooperation.	Article 910 For a general meeting convened by the SupervisoryAudit Committee or shareholders on their own, the Board and the secretary to the Board shall provide cooperation.
Article 10 The expenses necessary for a general meeting convened by the Supervisory Committee or shareholders on their own shall be borne by the Company.	Article 10-11 The expenses necessary for a general meeting convened by the SupervisoryAudit Committee or shareholders on their own shall be borne by the Company.
Article 12 Shareholders individually or jointly holding 1% or more of the Company's shares may submit interim proposals in writing to the convener ten days prior to the convening of a general meeting. The convener shall, within two days from receipt of such proposals, issue a supplementary notice of the general meeting setting forth the contents of the interim proposals. Except as provided in the preceding paragraph, the convener may not amend the proposals already set forth in the notice of the general meeting or add new proposals after the notice has been issued. Proposals not set forth in the notice of the general meeting or not meeting the requirements of these procedure rules shall not be put to vote or be resolved upon at the general meeting.	Article 12-13 Shareholders individually or jointly holding 1% or more of the Company's shares may submit interim proposals in writing to the convener ten days prior to the convening of a general meeting. The convener shall, within two days from receipt of such proposals, issue a supplementary notice of the general meeting setting forth to announce the contents of the interim proposals;, <u>and submit such interim proposal to the general meeting for consideration, unless the interim proposal is in violation of laws, administrative regulation, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or does not fall within the scope of functions and powers of the general meeting. The Company shall not raise the shareholding proportion of the shareholder who brings forward any interim proposal.</u> Except as provided in the preceding paragraph, the convener may not amend the proposals already set forth in the notice of the general meeting or add new proposals after the notice has been issued. Proposals not set forth in the notice of the general meeting or not meeting the requirements of these procedure rules shall not be put to vote or be resolved upon at the general meeting.

Before Amendment	After Amendment
Article 13 The convener shall give notice in writing to each shareholder not less than 20 days prior to an annual general meeting, and not less than 15 days prior to an extraordinary general meeting. In calculating the aforesaid time periods, the Company shall not include the date of the meeting.	Article 1314 The convener shall give notice in writing by announcement to each shareholder not less than 20 21 days prior to an annual general meeting, and not less than 15 days prior to an extraordinary general meeting. In calculating the aforesaid time periods, the Company shall not include the date of the meeting.
Article 14 The notice of a general meeting shall include the following: (1) the time, place and duration of the meeting; (2) the matters and proposals to be considered at the meeting; (3) a prominent statement that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company; (4) the record date for determining shareholders entitled to attend the general meeting; (5) the name and telephone number of the permanent contact person for meeting affairs; (6) the time and procedures for voting by internet or other means (if any); (7) the time and place for delivery of the proxy form for voting at the meeting; and (8) such other requirements as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.	Article 14–15 The notice of a general meeting shall include the following: (1) the time, place and duration of the meeting; (2) the matters and proposals to be considered at the meeting; (3) a prominent statement that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company; (4) the record date for determining shareholders entitled to attend the general meeting; (5) the name and telephone number of the permanent contact person for meeting affairs; (6) the time and procedures for voting by internet or other means (if any); (7) the time and place for delivery of the proxy form for voting at the meeting; and (8) such other requirements as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Before Amendment	After Amendment
The notice and any supplementary notice of a general meeting shall fully and completely disclose all specific contents of each proposal, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If a matter to be discussed requires the opinion of independent Directors, such opinion and the reasons therefor shall be disclosed at the same time as the notice or supplementary notice of the general meeting is issued. Where voting by internet or other means (if any) is adopted at a general meeting, the voting shall commence no earlier than 3:00 p.m. on the day prior to the date of the on-site general meeting and no later than 9:30 a.m. on the date of the on-site general meeting, and shall end no earlier than 3:00 p.m. on the date of the conclusion of the on-site general meeting. The interval between the record date and the date of the meeting shall not be more than seven business days. Once the record date is confirmed, it shall not be changed.	The notice and any supplementary notice of a general meeting shall fully and completely disclose all specific contents of each proposal, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If a matter to be discussed requires the opinion of independent Directors, such opinion and the reasons therefor shall be disclosed at the same time as the notice or supplementary notice of the general meeting is issued. Where voting by internet or other means (if any) is adopted at a general meeting, the voting shall commence no earlier than 3:00 p.m. on the day prior to the date of the on-site general meeting and no later than 9:30 a.m. on the date of the on-site general meeting, and shall end no earlier than 3:00 p.m. on the date of the conclusion of the on-site general meeting. The interval between the record date and the date of the meeting shall not be more than seven business days. Once the record date is confirmed, it shall not be changed.
Article 15 If a general meeting proposes to discuss the election of Directors or Supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors or Supervisors, including at least the following: (1) personal particulars such as educational background, work experience and concurrent positions; (2) whether there is any connected relationship with the Company or its controlling shareholders and actual controllers; (3) the number of shares of the Company held; (4) whether the candidate has ever been subject to any penalty by the China Securities Regulatory Commission or other relevant authorities or any disciplinary action by a stock exchange.	Article 1516 If a general meeting proposes to discuss the election of Directors or Supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors or Supervisors, including at least the following: (1) personal particulars such as educational background, work experience and concurrent positions; (2) whether there is any connected relationship with the Company or its the Company's controlling shareholders and actual controllers; (3) the number of shares of the Company held; (4) whether the candidate has ever been subject to any penalty by the China Securities Regulatory Commission or other relevant authorities or any disciplinary action by a stock exchange. ; and

Before Amendment	After Amendment
Except for the election of Directors or Supervisors by means of cumulative voting, each candidate for Director or Supervisor shall be proposed as a separate proposal. Shareholders shall have the opportunity to give notice to the Company nominating a person for election as a Director or Supervisor at a general meeting. If the Company receives such notice from a shareholder after the despatch of the notice of the general meeting, the Company shall publish an announcement or issue a supplementary circular. Such announcement or supplementary circular shall include the information relating to the person nominated for election as a Director. The Company shall allow shareholders at least seven days to consider the information disclosed in such announcement or supplementary circular prior to the date of the meeting for the election of Directors. The Company shall assess whether it is necessary to adjourn the meeting for the election of Directors so as to allow shareholders a longer period (at least ten business days) to consider the relevant information in the announcement or supplementary circular.	<u>(5) other contents as stipulated by laws, administrative regulations, departmental rules, other regulatory documents, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.</u> Except for the election of Directors or Supervisors by means of cumulative voting, each candidate for Director or Supervisor shall be proposed as a separate proposal. Shareholders shall have the opportunity to give notice to the Company nominating a person for election as a Director or Supervisor at a general meeting. If the Company receives such notice from a shareholder after the despatch of the notice of the general meeting, the Company shall publish an announcement or issue a supplementary circular. Such announcement or supplementary circular shall include the information relating to the person nominated for election as a Director. The Company shall allow shareholders at least seven days to consider the information disclosed in such announcement or supplementary circular prior to the date of the meeting for the election of Directors. The Company shall assess whether it is necessary to adjourn the meeting for the election of Directors so as to allow shareholders a longer period (at least ten business days) to consider the relevant information in the announcement or supplementary circular.
Article 16 After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals set forth in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall, at least two business days prior to the originally scheduled date of the meeting, explain the reasons to all shareholders in writing. If the Company changes the venue or time for holding the general meeting, it shall give shareholders sufficient prior notice.	<u>Article 16</u>17 After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals set forth in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall, at least two business days prior to the originally scheduled date of the meeting, <u>notify the shareholders and</u> explain the reasons to all shareholders in writing. If the Company changes the venue or time for holding the general meeting, it shall give shareholders sufficient prior notice.

Before Amendment	After Amendment
Article 17 The Company shall hold general meetings at its domicile or at such other place as specified in the Articles of Association. A general meeting shall have a venue and be held in the form of an on-site meeting. The Company may adopt safe, economical and convenient means of communication or other means to facilitate shareholders' participation in the general meeting. Shareholders participating in the general meeting through the aforesaid means shall be deemed to be present at the meeting. Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint proxies to attend and exercise voting rights on their behalf within the scope of authorization.	Article 1718 The Company shall hold general meetings at its domicile or at such other place as specified in the Articles of Association. A general meeting shall have a venue and be held in the form of an on-site meeting. The Company may adopt safe, economical and convenient means of communication or internet and other means to facilitate shareholders' participation in the general meeting. Shareholders participating in the general meeting through the aforesaid means shall be deemed to be present at the meeting. Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint proxies to attend and exercise voting rights on their behalf within the scope of authorization.
Article 20 All shareholders recorded in the register of members or their proxies shall be entitled to attend the general meeting, and neither the Company nor the convener may refuse such attendance for any reason.	Article 2021 All shareholders recorded in the register of members <u>as of the record date</u> or their proxies shall be entitled to attend the general meeting, and neither the Company nor the convener may refuse such attendance for any reason.
Article 21 Shareholders attending a general meeting shall present their identity cards or other valid documents or proofs capable of establishing their identity, and their stock account cards. A proxy shall also submit the power of attorney executed by the shareholder and his/her valid identity document.	Article 2122 Shareholders attending a general meeting shall present their identity cards or other valid documents or proofs capable of establishing their identity, and their stock account cards. A proxy shall also submit the power of attorney executed by the shareholder and his/her valid identity document.
Article 22 The convener shall verify the validity of shareholders' qualifications based on the register of members, and record the names of shareholders and the number of voting shares held by them. The register of members shall be closed before the chairman of the meeting announces the number of shareholders and proxies present at the on-site meeting and the total number of voting shares held by them.	Article 2223 The convener <u>and the lawyer (if any) engaged by the Company</u> shall verify the validity of shareholders' qualifications based on the register of members <u>provided by the securities registration and clearing organization</u>, and record the names of shareholders and the number of voting shares held by them. The register of members shall be closed before the chairman of the meeting announces the number of shareholders and proxies present at the on-site meeting and the total number of voting shares held by them.

Before Amendment	After Amendment
Article 23 When the Company convenes a general meeting, all Directors, Supervisors and the secretary to the Board shall attend the meeting, and the general manager and other senior management shall attend the meeting as non-voting participants, except in cases where attendance is impossible due to objective reasons.	Article 23 When the Company convenes a general meeting, all Directors, Supervisors and the secretary to the Board shall attend the meeting, and the general manager and other senior management shall attend the meeting as non-voting participants, except in cases where attendance is impossible due to objective reasons. <u>Where the general meeting requires the Directors and senior management to attend the meeting as non-voting participants, the Directors and senior management shall attend the meeting and answer questions raised by shareholders.</u>
Article 24 A general meeting shall be presided over by the chairman of the Board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by a Director nominated by a majority of the Directors. A general meeting convened by the Supervisory Committee on its own shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, the meeting shall be presided over by a Supervisor nominated by a majority of the Supervisors. A general meeting convened by shareholders on their own shall be presided over by a representative elected by the convener. If, during a general meeting, the chairman of the meeting violates these procedure rules and causes the meeting to be unable to proceed, the general meeting may, with the consent of the shareholders present at the on-site meeting holding more than one-half of the voting rights, elect one person to serve as the chairman of the meeting to continue the meeting.	Article 24 25 A general meeting shall be presided over by the chairman of the Board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by a Director nominated by a majority of the Directors. A general meeting convened by the Supervisory Audit Committee on its own shall be presided over by the chairman convener of the Supervisory-Audit Committee. If the chairman convener of the Supervisory-Audit Committee is unable or fails to perform his duties, the meeting shall be presided over by a Supervisor <u>member of the Audit Committee</u> nominated by a majority of the Supervisors <u>members of the Audit Committee</u>. A general meeting convened by shareholders on their own shall be presided over by <u>the convener</u> or a representative elected by the convener. If, during a general meeting, the chairman of the meeting violates these procedure rules and causes the meeting to be unable to proceed, the general meeting may, with the consent of the shareholders present at the on-site meeting holding more than one-half of the voting rights, elect one person to serve as the chairman of the meeting to continue the meeting.
Article 25 At an annual general meeting, the Board and the Supervisory Committee shall each present a report on their work during the past year to the general meeting. Each independent Director shall also present a report on his/her duties.	Article 25 26 At an annual general meeting, the Board and the Supervisory Committee shall each present a report on their its work during the past year to the general meeting. Each independent Director shall also present a report on his/her duties.

Before Amendment	After Amendment
Article 26 Directors, Supervisors and senior management shall, at the general meeting, provide explanations and answers to shareholders' inquiries. However, they may refuse to answer inquiries and shall explain the reasons to the inquirer under any of the following circumstances: (1) the inquiry is unrelated to the agenda items; (2) the subject matter of the inquiry is under investigation; (3) answering the inquiry would involve the Company's trade secrets or materially harm the common interests of shareholders; and (4) other important reasons.	Article 2627 Directors, Supervisors and senior management shall, at the general meeting, provide explanations and answers to shareholders' inquiries. However, they may refuse to answer inquiries and shall explain the reasons to the inquirer under any of the following circumstances: (1) the inquiry is unrelated to the agenda items; (2) the subject matter of the inquiry is under investigation; (3) answering the inquiry would involve the Company's trade secrets or materially harm the common interests of shareholders; and (4) other important reasons.
Article 28 When a general meeting considers a connected transaction, the connected shareholders shall abstain from voting, and the voting shares held by them shall not be counted in the total number of voting shares of the shareholders present at the general meeting. Shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of voting shares of the shareholders present at the general meeting.	Article 2829 When a general meeting considers a connected transaction, the connected shareholders shall abstain from voting not participate in voting, and the voting shares held represented by them shall not be counted in the total number of valid voting shares of the shareholders present at the general meeting. Shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be counted in the total number of valid voting shares of the shareholders present at the general meeting.
Article 29 The election of Directors and Supervisors at a general meeting shall be conducted by means of cumulative voting. For the purpose of the preceding paragraph, "cumulative voting" means that, in the election of Directors or Supervisors at a general meeting, each share has the same number of voting rights as the number of Directors or Supervisors to be elected, and the voting rights held by a shareholder may be exercised in a concentrated manner.	Article 2930 The voting on election of Directors and Supervisors at a general meeting shall be conducted by means of cumulative voting, unless the election only involves one Director. For the purpose of the preceding paragraph, "cumulative voting" means that, in the election of more than two Directors or Supervisors at a general meeting, each share has the same number of voting rights as the number of Directors or Supervisors to be elected, and the voting rights held by a shareholder may be exercised in a concentrated manner.

Before Amendment	After Amendment
Article 30 Except for cumulative voting, all proposals at a general meeting shall be voted on separately. Where there are different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals were submitted. Unless the general meeting is adjourned or is unable to adopt a resolution due to force majeure or other special reasons, the general meeting shall not shelve or refuse to vote on any proposal.	Article 3031 Except for cumulative voting, all proposals at a general meeting shall be voted on separately. Where there are different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals were submitted. Unless the general meeting is adjourned or is unable to adopt a resolution due to force majeure or other special reasons, the general meeting shallwould not shelve or refuse to vote on any proposal.
Article 31 When a general meeting considers a proposal, the proposal shall not be amended; otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the current general meeting.	Article 3132 When a general meeting considers a proposal, the proposal shall not be amended; otherwise, Where there is any change, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the current general meeting.
Article 32 The same voting right may only be exercised by one of the methods of voting on-site, by communication or by other means. If the same voting right is exercised repeatedly, the result of the first vote shall prevail.	Article 3233 The same voting right may only be exercised by one of the methods of voting on-site, by communication or by other means <u>on a general meeting</u>. If the same voting right is exercised repeatedly, the result of the first vote shall prevail.
Article 33 Shareholders present at a general meeting shall express one of the following opinions on the proposals submitted for vote: in favour, against or abstain. Ballot papers that are not filled in, incorrectly filled in, illegible or not cast shall be deemed to constitute a waiver of voting rights by the voter, and the voting result in respect of the shares held by such voter shall be counted as “abstention”.	Article 3334 Shareholders present at a general meeting shall express one of the following opinions on the proposals submitted for vote: in favour, against or abstain. Ballot papers that are not filled in, incorrectly filled in, illegible or <u>those that are</u> not cast shall be deemed to constitute a waiver of voting rights by the voter, and the voting result in respect of the shares held by such voter shall be counted as “abstention”.
Article 34 Before voting on a proposal at a general meeting, two shareholder representatives shall be nominated to participate in the counting and supervision of votes. If the matter under consideration is connected with a shareholder, the relevant shareholder and his/her proxy shall not participate in the counting and supervision of votes. When voting on a proposal at a general meeting, the counting and supervision of votes shall be jointly undertaken by shareholder representatives and supervisor representative.	Article 3435 Before voting on a proposal at a general meeting, two shareholder representatives shall be nominated to participate in the counting and supervision of votes. If the matter under consideration is connected with a shareholder, the relevant shareholder and his/her proxy shall not participate in the counting and supervision of votes. When voting on a proposal at a general meeting, the counting and supervision of votes shall be jointly undertaken by <u>the lawyer (if any) and</u> shareholder representatives and supervisor representative.

Before Amendment	After Amendment
Article 35 Before formal publication of voting results, the companies, vote counters, scrutineers, major shareholders and other relevant parties involved in the voting by means of on-site, communication and other methods at the general meeting shall be subject to a duty of confidentiality with respect to the voting results.	Article 3536 Before formal publication of voting results, the companies, vote counters, scrutineers, major-shareholders and other relevant parties involved in the voting by means of on-site, communication and other methods at the general meeting shall be subject to a duty of confidentiality with respect to the voting results.
Article 37 The minutes of a general meeting shall be prepared by personnel designated by the Board, recording the followings: (1) the time, place and agenda of the meeting and name of the convener; (2) the names of the chairman of the meeting and the Directors, Supervisors, managers and other senior management present at or attending the meeting as non-voting participants; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of such shares to the Company's total share capital; (4) the deliberation process, key points of speeches and voting results for each proposal; (5) shareholders' inquiries or suggestions and the corresponding replies or explanations; (6) the names of the lawyer (if any), vote counters and scrutineers; and (7) such other matters as required to be recorded in the minutes by the Articles of Association.	Article 3738 The minutes of a general meeting shall be prepared by personnel designated by the <u>secretary to</u> the Board, recording the followings: (1) the time, place and agenda of the meeting and name of the convener; (2) the names of the chairman of the meeting and the Directors, Supervisors, managers and other senior management present at or attending the meeting as non-voting participants; (3) the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of such shares to the Company's total share capital; (4) the deliberation process, key points of speeches and voting results for each proposal; (5) shareholders' inquiries or suggestions and the corresponding replies or explanations <u>(if any)</u>; (6) the names of the lawyer (if any), vote counters and scrutineers; and (7) such other matters as required to be recorded in the minutes by the Articles of Association.

Before Amendment	After Amendment
The Directors, Supervisors, secretary to the Board, convener or its representative, and the chairman of the meeting present at the meeting shall sign the minutes and guarantee that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the register of shareholders present at the on-site meeting, the powers of attorney for proxy attendance and other valid materials relating to voting by other means, and shall be preserved for a period of not less than ten years.	The Directors, Supervisors, secretary to the Board, convener or its representative, and the chairman of the meeting present at <u>or attending the meeting as non-voting participants</u> the meeting shall sign the minutes and guarantee that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the register of shareholders present at the on-site meeting, the powers of attorney for proxy attendance and other valid materials relating to voting by other means, and shall be preserved for a period of not less than ten years.
Article 39 Upon the adoption of a proposal for the election of Directors or Supervisors by a general meeting, the new Directors or Supervisors shall take office in accordance with the provisions of the Articles of Association.	Article 3940 Upon the adoption of a proposal for the election of Directors or Supervisors by a general meeting, the new Directors or Supervisors shall take office in accordance with the provisions of the Articles of Association.
Article 40 Upon the adoption of a proposal for the distribution of cash dividends, bonus shares or capitalization of capital reserve into share capital by a general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting.	Article 4041 Upon the adoption of a proposal for the distribution of cash dividends, bonus shares or capitalization of capital reserve into share capital by a general meeting, the Company shall implement the specific plan within two months after the conclusion of the general meeting.
Article 41 A resolution of the general meeting that violates laws or administrative regulations shall be void. If the procedures for convening a general meeting or the methods of voting violate laws, administrative regulations or the Articles of Association, or if the contents of a resolution violate the Articles of Association, shareholders may, within 60 days from the date of adoption of the resolution, apply to the people's court for revocation. However, this shall not apply where the procedures for convening a general meeting or the methods of voting have only minor defects that do not materially affect the resolution. A shareholder who was not notified of the general meeting may apply to the people's court for revocation within 60 days from the date on which he/she becomes aware or ought to have become aware of the adoption of the resolution; if the right of revocation is not exercised within one year from the date of adoption of the resolution, such right shall be extinguished.	Article 4142 A resolution of the general meeting that violates laws or administrative regulations shall be void. If the procedures for convening a general meeting or the methods of voting violate laws, administrative regulations or the Articles of Association, or if the contents of a resolution violate the Articles of Association, shareholders may, within 60 days from the date of adoption of the resolution, apply to the people's court for revocation. However, this shall not apply where the procedures for convening a general meeting or the methods of voting have only minor defects that do not materially affect the resolution. A shareholder who was not notified of the general meeting may apply to the people's court for revocation within 60 days from the date on which he/she becomes aware or ought to have become aware of the adoption of the resolution; if the right of revocation is not exercised within one year from the date of adoption of the resolution, such right shall be extinguished.

Before Amendment	After Amendment
If a resolution of the general meeting is declared void, revoked or confirmed not to have been validly adopted by a people's court, the Company shall apply to the company registration authority for the cancellation of any registration that has been made on the basis of such resolution.	If a resolution of the general meeting is declared void, revoked or confirmed not to have been validly adopted by a people's court, the Company shall apply to the company registration authority for the cancellation of any registration that has been made on the basis of such resolution.
Article 42 Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution of the general meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) present at the general meeting. A special resolution of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) present at the general meeting.	Article 4243 Resolutions of general meetings are divided into ordinary resolutions and special resolutions. An ordinary resolution of the general meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) present at the general meeting. A special resolution of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) present at the general meeting.
Article 43 The following matters shall be passed by ordinary resolutions of the general meeting: (1) the work reports of the Board and the Supervisory Committee; (2) the profit distribution plan and loss recovery plan proposed by the Board; (3) the remuneration and method of payment for members of the Board and the Supervisory Committee; (4) the Company's annual budget plan and final accounts plan; (5) the Company's annual report; and (6) matters other than those that are required by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be passed by special resolutions.	Article 4344 The following matters shall be passed by ordinary resolutions of the general meeting: (1) the work reports of the Board and the Supervisory Committee; (2) the profit distribution plan and loss recovery plan proposed by the Board; (3) the <u>appointment and removal of members of the Board and</u> remuneration and method of payment therefor members of the Board and the Supervisory Committee; (4) the Company's annual budget plan and final accounts plan <u>the appointment and removal of the accounting firm for the Company's regular audit services;</u> (5) the Company's annual report; and (6) matters other than those that are required by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be passed by special resolutions.

Before Amendment	After Amendment
Article 44 The following matters shall be passed by special resolutions of the general meeting: (1) an increase or reduction of the Company's registered capital; (2) the merger, spin-off, division, dissolution, liquidation or change of corporate form of the Company; (3) any amendment to the Articles of Association; (4) the purchase or sale of material assets or the provision of guarantees by the Company within one year in an amount exceeding 30% of the Company's latest audited total assets; (5) equity incentive plans; and (6) such other matters as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or other matters which the general meeting determines by ordinary resolutions would have a material effect on members of the Group and which require a special resolution.	Article 4445 The following matters shall be passed by special resolutions of the general meeting: (1) an increase or reduction of the Company's registered capital; (2) the merger, spin-off, division, dissolution, liquidation or change of corporate form of the Company; (3) any amendment to the Articles of Association; (4) the purchase or sale of material assets or the provision of guarantees by the Company to others within one year in an amount exceeding 30% of the Company's latest audited total assets; (5) equity incentive plans; and (6) such other matters as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or other matters which the general meeting determines by ordinary resolutions would have a material effect on members of the Group and which require a special resolution.
Article 45 Except in special circumstances such as when the Company is in crisis, the Company shall not, without the approval of the general meeting by a special resolution, enter into any contract with any person other than the Directors, general manager and other senior management whereby the management of all or a material part of the Company's business is entrusted to such person.	Article 4546 Except in special circumstances such as when the Company is in crisis, the Company shall not, without the approval of the general meeting by a special resolution, enter into any contract with any person other than the Directors, general manager and other senior management whereby the management of all or a material part of the Company's business is entrusted to such person.
Article 46 The appointment of an accounting firm shall be proposed by the Board for consideration by the general meeting. When the Board proposes a resolution to dismiss or not to renew the appointment of an accounting firm, it shall notify such accounting firm in advance and explain the reasons to the general meeting. The accounting firm shall have the right to state its views to the general meeting.	Article 4647 The appointment of an accounting firm shall be proposed by the Board for consideration by the general meeting. When the Board proposes a resolution to dismiss or not to renew the appointment of an accounting firm, it shall notify such accounting firm in advance and explain the reasons to the general meeting. The accounting firm shall have the right to state its views to the general meeting.

Before Amendment	After Amendment
Article 47 The list of candidates for Directors and Supervisors shall be submitted to the general meeting for vote in the form of proposals. The methods and procedures for nomination of Directors and Supervisors are as follows: (1) candidates for Directors shall be nominated by the Board, and shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may also nominate candidates in writing, provided that the number of director candidates nominated by each nominating shareholder (or group of shareholders acting jointly) shall not exceed the number of persons to be elected. (2) candidates for shareholder representative Supervisors shall be nominated by the Supervisory Committee, and shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may also nominate candidates in writing, provided that the number of supervisor candidates nominated by each nominating shareholder (or group of shareholders acting jointly) shall not exceed the number of persons to be elected. (3) candidates for employee representative Supervisors shall be elected by the Company's employees through the employees' representative conference, the employees' general meeting or other forms of democratic election. (4) independent Directors shall be nominated by the Company's Board, the Supervisory Committee, or shareholders individually or jointly holding 1% or more of the outstanding voting shares of the Company.	Article 4748 The list of candidates for Directors and Supervisors shall be submitted to the general meeting for vote in the form of proposals. The methods and procedures for nomination of Directors and Supervisors are as follows: (1) candidates for Directors shall be nominated by the Board, and shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may also nominate candidates in writing, provided that the number of director candidates nominated by each nominating shareholder (or group of shareholders acting jointly) shall not exceed the number of persons to be elected. (2) candidates for shareholder representative Supervisors shall be nominated by the Supervisory Committee, and shareholders individually or jointly holding 3% or more of the total outstanding voting shares of the Company may also nominate candidates in writing, provided that the number of supervisor candidates nominated by each nominating shareholder (or group of shareholders acting jointly) shall not exceed the number of persons to be elected. (3) candidates for employee representative Supervisors shall be elected by the Company's employees through the employees' representative conference, the employees' general meeting or other forms of democratic election. (4) independent non-executive Directors shall be nominated by the Company's Board, the Supervisory Committee, or shareholders individually or jointly holding 1% or more of the outstanding voting shares of the Company.

Before Amendment	After Amendment
When shareholders nominate a Director (including an independent Director) or Supervisor, they shall submit the proposal, the detailed information of the candidate, and the candidate's declaration and undertaking to the Board and the Supervisory Committee prior to the convening of the general meeting. The final candidates for Directors (including independent Directors) and Supervisors shall be determined by the Board and the Supervisory Committee, which shall be responsible for reviewing the qualifications of the candidates. The general meeting shall not elect any candidate who has not undergone qualification review to serve as a Director or shareholder representative Supervisor.	When shareholders nominate a Director (including an independent <u>non-executive</u> Director) or Supervisor, they shall submit the proposal, the detailed information of the candidate, and the candidate's declaration and undertaking to the Board and the Supervisory Committee prior to the convening of the general meeting. The final candidates for Directors (including independent <u>non-executive</u> Directors) and Supervisors shall be determined by the Board and the Supervisory Committee, which shall be <u>while the Board and the nomination committee of the Board are</u> responsible for reviewing the qualifications of the candidates. The general meeting shall not elect any candidate who has not undergone qualification review to serve as a Director or shareholder representative Supervisor.
Article 48 Shareholders attending a general meeting shall register on the date and at the place specified in the notice. An individual shareholder attending the meeting in person shall present his/her identity card or other valid document or proof capable of establishing his/her identity, and his/her stock account card; if a proxy attends the meeting on behalf of the shareholder, the proxy shall present his/her valid identity document and the power of attorney executed by the shareholder. A legal person shareholder or other institutional shareholder shall be represented by its legal representative/executive partner or by an agent appointed by its legal representative/executive partner. If the legal representative/executive partner attends the meeting, he/she shall present his/her identity card and valid proof capable of establishing his/her qualification as legal representative/executive partner; if an agent attends the meeting, the agent shall present his/her identity card and the written power of attorney duly executed by the legal representative/executive partner of the legal person or institutional shareholder.	Article 4849 Shareholders attending a general meeting shall register on the date and at the place specified in the notice. An individual shareholder attending the meeting in person shall present his/her identity card or other valid document or proof capable of establishing his/her identity, and his/her stock account card; if a proxy attends the meeting on behalf of the shareholder, the proxy shall present his/her valid identity document and the power of attorney executed by the shareholder. A legal person shareholder or other institutional shareholder shall be represented by its legal representative/executive partner or by an agent appointed by its legal representative/executive partner. If the legal representative/executive partner attends the meeting, he/she shall present his/her identity card and valid proof capable of establishing his/her qualification as legal representative/executive partner; if an agent attends the meeting, the agent shall present his/her identity card and the written power of attorney duly executed by the legal representative/executive partner of the legal person <u>shareholder or institutional shareholder the entity of the executive partner</u>.

Before Amendment	After Amendment
If the shareholder is a recognized clearing house (or its nominee) as defined under the relevant ordinances in force in Hong Kong from time to time, such shareholder may authorize one or more persons as it considers fit to act as its representative at any general meeting; provided that, if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized, and the power of attorney shall be signed by an authorized person of the recognized clearing house. A person so authorized may represent the recognized clearing house (or its nominee) to attend the meeting (no need to produce shareholding certificates, notarized authorization and/or further evidence to prove his/her due authorization) and exercise rights in the same manner as if such person were an individual shareholder of the Company. Persons attending the meeting shall present to the meeting registration desk the power of attorney and original identity card as specified above, and submit the original or a copy of the aforesaid documents to the meeting registration desk. Shareholders in other locations may register by letter or facsimile, which shall contain the information and documents referred to above.	If the shareholder is a recognized clearing house (or its nominee) as defined under the relevant ordinances in force in Hong Kong from time to time, such shareholder may authorize one or more persons as it considers fit to act as its <u>nominee or</u> representative at any general meeting; provided that, if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized, and the power of attorney shall be signed by an authorized person of the recognized clearing house. A person so authorized may represent the recognized clearing house (or its nominee) to attend the meeting (no need to produce shareholding certificates, notarized authorization and/or further evidence to prove his/her due authorization) and exercise rights in the same manner as if such person were an individual shareholder of the Company. Persons attending the meeting shall present to the meeting registration desk the power of attorney and original identity card as specified above, and submit the original or a copy of the aforesaid documents to the meeting registration desk. Shareholders in other locations may register by letter or facsimile, which shall contain the information and documents referred to above.
Article 49 A power of attorney executed by a shareholder for appointment of a proxy to attend the general meeting shall specify the followings: (1) the name of the proxy; (2) whether the proxy has voting rights;	Article 4950 A power of attorney executed by a shareholder for appointment of a proxy to attend the general meeting shall specify the followings: <u>(1) the name of the appointing shareholder and the class and number of shares held by the shareholder in the Company;</u> (12) the name of the proxy;

Before Amendment	After Amendment
(3) specific instructions as to whether to vote in favour, against or abstain on each matter on the agenda of the general meeting; (4) the date of issue and the period of validity of the power of attorney; (5) the signature (or seal) of the principal, and if the principal is a legal person/other institutional shareholder, the seal of the legal person/institution shall be affixed; (6) the power of attorney shall state whether, in the absence of specific instructions from the shareholder, the proxy may vote at his/her own discretion; and (7) specific instructions as to whether the proxy has the right to vote on interim proposals that may be included in the agenda of the general meeting and, if so, how to exercise such voting rights.	(2) whether the proxy has voting rights; (3) specific instructions from the shareholder, including instructions as to whether to vote in favour, against or abstain on each matter on the agenda of the general meeting; (4) the date of issue and the period of validity of the power of attorney; (5) the signature (or seal) of the principal, and if the principal is a legal person/other institutional shareholder, the seal of the legal person/institution shall be affixed; (6) the power of attorney shall state whether, in the absence of specific instructions from the shareholder, the proxy may vote at his/her own discretion; and (7) specific instructions as to whether the proxy has the right to vote on interim proposals that may be included in the agenda of the general meeting and, if so, how to exercise such voting rights.
Article 50 If the power of attorney for proxy voting is signed by a person authorized by the principal, the authorization document or other authorization instrument shall be notarized. The notarized authorization document or other authorization instrument, together with the power of attorney for proxy voting, shall be deposited at the Company's domicile or at such other place as specified in the notice convening the meeting. If the principal is a legal person, its legal representative or a person authorized by a resolution of its board or other decision-making body shall represent it in attending the Company's general meeting. If the principal is a partnership, its executive partner or a person appointed by its executive partner shall represent it in attending the Company's general meeting.	Article 5051 If the power of attorney for proxy voting is signed by a person authorized by the principal, the authorization document or other authorization instrument shall be notarized. The notarized authorization document or other authorization instrument, together with the power of attorney for proxy voting, shall be deposited at the Company's domicile or at such other place as specified in the notice convening the meeting. If the principal is a legal person/other institution, its legal representative/executive partner or a person authorized by a resolution of its board or other decision-making body shall represent it in attending the Company's general meeting. If the principal is a partnership, its executive partner or a person appointed by its executive partner shall represent it in attending the Company's general meeting.

Before Amendment	After Amendment
Article 55 For the purposes of these rules, the terms “above”, “within” and “below” include the reference figure; the terms “exceed”, “except”, “less than” and “more than” do not include the reference figure.	Article 5556 For the purposes of these rules, the terms “above”, and “within” and “below” include the reference figure; the terms “exceed”, “except” , “less than” and “more than” do not include the reference figure.
Article 56 These rules shall be considered and approved by the general meeting of the Company and shall become effective and be implemented on the date on which the H shares of the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. Upon the effectiveness of these rules, the Company’s previous Rules of Procedure of the General meeting shall automatically cease to be effective.	Article 5657 These rules shall be considered and approved by the general meeting of the Company and shall become effective and be implemented <u>once considered and approved by the general meeting</u> the date on which the H shares of the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. Upon the effectiveness of these rules, the Company’s previous Rules of Procedure of the General meeting shall automatically cease to be effective.
Article 57 These procedure rules shall be interpreted by the Board of the Company.	Article 5758 These procedure rules shall be interpreted by the Board of the Company.

Save for the proposed amendments, other terms of the Procedure Rules for the General Meeting shall remain unchanged. The Proposed Amendments to the Procedure Rules for the General Meeting were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments to the Procedure Rules for the General Meeting will take effect subject to the approval of the Shareholders at the forthcoming EGM by way of special resolution. A special resolution in relation to the Proposed Amendments to the Procedure Rules for the General Meeting will be proposed at the EGM for the approval by the Shareholders.

PROPOSED AMENDMENTS TO THE PROCEDURE RULES FOR THE BOARD OF DIRECTORS

In order to further improve and standardize the Company’s corporate governance system, the Company proposes to make amendments to the relevant terms of the Procedure Rules for the Board of Directors of Medtide Inc. as follows (“**Proposed Amendments to the Procedure Rules for Board of Directors**”):

Before Amendment	After Amendment
Medtide Inc. Procedure Rules for the Board of Directors (Draft)	Medtide Inc. Procedure Rules for the Board of Directors (Draft)
Article 1 To further standardize the deliberation methods and decision-making procedures of the Board of Medtide Inc. (the “Company”), facilitate the directors and the Board to effectively perform their duties and improve the level of standardized operation and scientific decision-making of the Board, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (“Hong Kong Listing Rules”) and other laws, regulations, normative documents, and the provisions of the Articles of Association of Medtide Inc. (the “Articles of Association”).	Article 1 To further standardize the deliberation methods and decision-making procedures of the Board of Medtide Inc. (the “Company”), facilitate the directors and the Board to effectively perform their duties and improve the level of standardized operation and scientific decision-making of the Board, these Rules are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (“Hong Kong Listing Rules”) and other laws, regulations, normative documents, and the provisions of the Articles of Association of Medtide Inc. (the “Articles of Association”).
Article 3 The Board shall consist of nine Directors with one Chairperson. At all times, more than one-third of the Board shall be independent Directors, and the total number of independent Directors shall not be fewer than three, of which at least one independent Director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. The term of office of an independent Director shall not exceed nine years.	Article 3 The Board shall consist of five to nine Directors with one Chairperson. At all times, more than one-third of the Board shall be independent non-executive Directors, and the total number of independent non-executive Directors shall not be fewer than three, of which at least one independent non-executive Director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. The term of office of an independent non-executive Director shall not exceed nine years.

Before Amendment	After Amendment
Article 4 The Board shall be accountable to the General Meeting, and exercise the following functions and powers: (1) to convene the General Meetings and report to the General Meetings; (2) to implement resolutions of the General Meetings; (3) to decide on the Company's business plans (covering the Company and its controlling subsidiaries (the “Group Companies”)) and investment plans; (4) to formulate the Company's annual financial budgets (including all group companies) and final accounts; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of shares, bonds or other securities of the Company and listing of the Company; (7) to formulate plans for the Company's major acquisition, repurchase the Shares of the Company, or merger, division, dissolution or change of corporate form of the Company; (8) to decide on matters such as external investments, acquisition and sale of assets, pledge of assets, external guarantee, entrustment of financial management, connected transactions and donations of the Company within the scope of authorization by the General Meeting (9) to decide on the establishment of internal management organs of the Company;	Article 4 The Board shall be accountable to the General Meeting, and exercise the following functions and powers: (1) to convene the General Meetings and report to the General Meetings; (2) to implement resolutions of the General Meetings; (3) to decide on the Company's business plans (covering the Company and its controlling subsidiaries (the “Group Companies”)) and investment plans; (4) to formulate the Company's annual financial budgets (including all group companies) and final accounts; (5) to formulate the Company's profit distribution plans and loss recovery plans; (6) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of shares, bonds or other securities of the Company and listing of the Company; (7) to formulate plans for the Company's major acquisition, repurchase the Shares of the Company, or merger, division, dissolution or change of corporate form of the Company; (8) to decide on matters such as external investments, acquisition and sale of assets, pledge of assets, external guarantee, entrustment of financial management, connected transactions and donations of the Company within the scope of authorization by the General Meeting; (9) to decide on the establishment of internal management organs of the Company;

Before Amendment	After Amendment
(10) to decide on the appointment or dismissal of the Company's general manager, secretary of the Board and other senior management officers, and decide on matters of their remuneration, rewards and punishments; based on the nomination of the general manager to decide on the appointment or dismissal of the Company's, chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (11) to formulate the basic management system of the Company; (12) to formulate proposals to amend the Articles of Association; (13) to manage the Company's information disclosure; (14) to propose to the General Meeting the appointment or replacement of the accounting firm that provides audit service to the Company; (15) to hear work reports of the manager of the Company and inspect the work of the manager; (16) other functions and powers stipulated by the law, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or granted by the Articles of Association. Matters beyond the scope of authorization of the General Meeting should be submitted to the General Meeting for consideration. The specific functions and powers of the Board prescribed by the Company Law shall be exercised collectively by the Board, and shall not be delegated to other persons, and shall not be altered or deprived by the Articles of Association or resolutions of the General Meeting.	(109) to decide on the appointment or dismissal of the Company's general manager, secretary of the Board and other senior management officers, and decide on matters of their remuneration, rewards and punishments; based on the nomination of the general manager to decide on the appointment or dismissal of the Company's chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (110) to formulate the basic management system of the Company; (121) to formulate proposals to amend the Articles of Association; (132) to manage the Company's information disclosure; (143) to propose to the General Meeting the appointment or replacement of the accounting firm that provides audit service to the Company; (154) to hear work reports of the general manager of the Company and inspect the work of the general manager; (165) other functions and powers stipulated by the law, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or granted by the Articles of Association. Matters beyond the scope of authorization of the General Meeting should be submitted to the General Meeting for consideration. The specific functions and powers of the Board prescribed by the Company Law shall be exercised collectively by the Board, and shall not be delegated to other persons, and shall not be altered or deprived by the Articles of Association or resolutions of the General Meeting.

Before Amendment	After Amendment
For other functions and powers of the Board as stipulated in the Articles of Association, collective decision-making shall be implemented for approval of major businesses and matters, and no single or few Directors shall be authorized to make decisions separately.	For other functions and powers of the Board as stipulated in the Articles of Association, collective decision-making shall be implemented for approval of major businesses and matters, and no single or few Directors shall be authorized to make decisions separately.
Article 5 The Board of the Company shall establish an audit committee and establish nomination and remuneration committees in light of its needs. The special committees are accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals shall be submitted to the Board for consideration and decision. Each special committee shall have at least three members, all of which shall be made up of Directors. More than half of the nomination committee and remuneration committee shall be independent Directors. The remuneration committee shall be chaired (as the convener) by an independent Director. The nomination committee shall be chaired (as the convener) by the chairperson of the Board or an independent Director. All members of the audit committee shall be non-executive Directors (including independent Directors), and at least one independent Director shall have the appropriate professional qualifications as required under the Hong Kong Listing Rules or have appropriate accounting or related financial management expertise. The person in charge of each special committee shall be appointed and removed by the Board. The Board is responsible for formulating the rules of procedure and working procedures of the special committees, stipulating the composition, powers and procedures of the special committees, and regulating the operation of the special committees.	Article 5 The Board of the Company shall establish an audit committee and establish nomination and remuneration committees in light of its needs. The special committees are accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals shall be submitted to the Board for consideration and decision. Each special committee shall have at least three members, all of which shall be made up of Directors. More than half of the nomination committee and remuneration committee shall be independent <u>non-executive</u> Directors. The remuneration committee shall be chaired (as the convener) by an independent <u>non-executive</u> Director. The nomination committee shall be chaired (as the convener) by the chairperson of the Board or an independent <u>non-executive</u> Director. All members of the audit committee shall be non-executive Directors (including independent <u>non-executive</u> Directors), and at least one independent <u>non-executive</u> Director shall have the appropriate professional qualifications as required under the Hong Kong Listing Rules or have appropriate accounting or related financial management expertise. The person in charge of each special committee shall be appointed and removed by the Board. The Board is responsible for formulating the rules of procedure and working procedures of the special committees, stipulating the composition, powers and procedures of the special committees, and regulating the operation of the special committees.

Before Amendment	After Amendment
The special committees of the Board are specialized working bodies under the Board which provide recommendations or advice on major decisions of the Board. Special committees may not make any resolution in the name of the Board, but may, under the special authorization of the Board, exercise decision-making power in respect of authorized matters. Special committees may engage intermediaries to provide professional advice according to actual needs, and the relevant costs shall be borne by the Company. Special committees shall be responsible to the Board and report on their work.	The special committees of the Board are specialized working bodies under the Board which provide recommendations or advice on major decisions of the Board. Special committees may not make any resolution in the name of the Board, but may, under the special authorization of the Board, exercise decision-making power in respect of authorized matters. Special committees may engage intermediaries to provide professional advice according to actual needs, and the relevant costs shall be borne by the Company. Special committees shall be responsible to the Board and report on their work.
Article 7 The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, related transactions, external donation and other matters, and establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and reported to the General Meeting for approval. Transactions of the Company that meet one of the following criteria shall be submitted to the Board for review:	Article 7 The Board shall determine the authority of external investment, acquisition and sale of assets, asset mortgage, external guarantee, entrusted financial management, related transactions, external donation and other matters, and establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and reported to the General Meeting for approval. Transactions of the Company that meet one of the following criteria shall be submitted to the Board for review:

Before Amendment	After Amendment
(1) to consider the material transaction entered into between the Company and other group companies, and any shareholders, Directors, supervisors, senior management or their respective connected parties (excluding group companies); for the purpose of this article, the “material transaction” referred above means transactions not included the annual budget (if such annual budget has clearly stated the amount for connected transactions), and the amount for a single item or accrued amount of the transaction not exceeding RMB20 million; to consider the transaction entered into between the group companies and other group companies which are not included the annual budget, for the purpose of further clarifying this article, the transaction between the group companies and other group companies that has been considered and agreed by the General Meeting and included in the annual budget, such transaction is not required to be considered and passed by the Board; (2) to consider the pledge of assets or the provision of guarantee of the Company that is no included in the annual budget, however the recourse finance leases in connection with the main business, and the loan financing guarantee relevant to the medical imaging equipment and the construction of medical imaging centers provided to the controlling subsidiaries are excluded; (3) to consider any debts or expense of the Company over RMB50 million which is not included in the annual budget (no matter it is a single transaction or through a series of related transactions);	(1) to consider the material transaction entered into between the Company and other group companies, and any shareholders, Directors, supervisors, senior management or their respective connected parties (excluding group companies); for the purpose of this article, the “material transaction” referred above means transactions not included the annual budget (if such annual budget has clearly stated the amount for connected transactions), and the amount for a single item or accrued amount of the transaction not exceeding RMB20 million; to consider the transaction entered into between the group companies and other group companies which are not included the annual budget, for the purpose of further clarifying this article, the transaction between the group companies and other group companies that has been considered and agreed by the General Meeting and included in the annual budget, such transaction is not required to be considered and passed by the Board; (2) to consider the pledge of assets or the provision of guarantee of the Company that is no included in the annual budget, however the recourse finance leases in connection with the main business, and the loan financing guarantee relevant to the medical imaging equipment and the construction of medical imaging centers provided to the controlling subsidiaries are excluded; (3) to consider any debts or expense of the Company over RMB50 million which is not included in the annual budget (no matter it is a single transaction or through a series of related transactions);

Before Amendment	After Amendment
(4) to consider the establishment of any joint venture, association or partnership by group companies with any third party, acquisition, merger and other external investment, provided that any of the above external investments (including the establishment of the image center project company) made by the group companies in any year shall not exceed 3% of the net assets of the Company in the preceding year individually or in the aggregate or within the annual budget; (5) transactions that are required to be submitted to the Board for consideration in accordance with the relevant provisions of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.	(4) to consider the establishment of any joint venture, association or partnership by group companies with any third party, acquisition, merger and other external investment, provided that any of the above external investments (including the establishment of the image center project company) made by the group companies in any year shall not exceed 3% of the net assets of the Company in the preceding year individually or in the aggregate or within the annual budget; (5) transactions that are required to be submitted to the Board for consideration in accordance with the relevant provisions of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.
Article 8 A Board meeting shall be attended by more than half of the Directors. The general manager and the secretary of the Board shall attend the meeting; supervisors and other senior management may attend the meeting as required. The Board may invite intermediaries or experts in industry, business, law and finance to attend Board meetings to provide professional advice.	Article 8 A Board meeting shall be attended by more than half of the Directors. The general manager and the secretary of the Board shall attend the meeting; supervisors and other senior management may attend the meeting as required. The Board may invite intermediaries or experts in industry, business, law and finance to attend Board meetings to provide professional advice.
Article 14 The following persons/organizations may submit proposals to the Board: (1) shareholder(s) severally or jointly holding more than 3% of the Company's total voting shares; (2) any Director; (3) Supervisory Committee; (4) general manager, other senior management and the secretary of the Board. The proposals submitted by proposers set forth in items (3) and (4) above shall be confined to matters within the scope of their respective duties.	Article 14 The following persons/organizations may submit proposals to the Board: (1) shareholder(s) severally or jointly holding more than 3% of the Company's total voting shares; (2) any Director; (3) Supervisory Committee <u>Audit Committee</u>; (4) general manager, other senior management and the secretary of the Board. The proposals submitted by proposers set forth in items (3) and (4) above shall be confined to matters within the scope of their respective duties.

Before Amendment	After Amendment
Article 16 Board meetings comprised of regular meetings and extraordinary meetings. Regular Board Meetings shall be held at least two times a year, which shall be convened by the chairperson of the Board with written notice given to all Directors and supervisors at least 10 days before the meeting is held.	Article 16 Board meetings comprised of regular meetings and extraordinary meetings. Regular Board Meetings shall be held at least two times a year, which shall be convened by the chairperson of the Board with written notice sent to all Directors and supervisors at least 10 days before the meeting is held.
Article 17 Any shareholder(s) holding more than one-tenth voting rights, more than one third of the Directors or the Supervisory Committee may propose the holding of an extraordinary Board meeting. The chairperson of the Board shall call and preside over a Board meeting within ten days after receipt of such proposal.	Article 17 Any shareholder(s) holding more than one-tenth voting rights, more than one third of the Directors or the Supervisory Committee Audit Committee may propose the holding of an extraordinary Board meeting. The chairperson of the Board shall call and preside over a Board meeting within ten days after receipt of such proposal.
Article 18 The notice of an extraordinary Board meeting shall be given to all Directors and supervisors in writing five days prior to the meeting. If an extraordinary Board meeting needs to be held quickly due to urgent circumstances, the meeting notice could be given without being subject to the restriction listed in the preceding article.	Article 18 The notice of an extraordinary Board meeting shall be given to all Directors and supervisors in writing five days prior to the meeting. If an extraordinary Board meeting needs to be held quickly due to urgent circumstances, the meeting notice could be given without being subject to the restriction listed in the preceding article.
Article 19 The notice of the Board meeting shall at least specify: (1) the date and venue of the meeting; (2) the duration of the meeting; (3) the reasons and matters for discussion; (4) the date of the notice.	Article 19 The notice of the Board meeting shall at least specify: (1) the date and venue of the meeting; (2) the duration of the meeting; (3) the reasons and matters for discussion; (4) the date of the notice.
Article 31 Meetings of the Board shall be chaired over by the chairperson. In the event that the chairperson cannot or does not fulfill his or her duties, a Director jointly elected by half or above of the Directors shall fulfill his or her duties.	Article 31 Meetings of the Board shall be chaired over by the chairperson. In the event that the chairperson cannot or does not fulfill his or her duties, a Director jointly elected by half or above a majority of the Directors shall fulfill his or her duties.

Before Amendment	After Amendment
Article 33 If a Director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a Board meeting, he/she may not exercise his or her right to vote regarding such resolution, nor may he/she exercise the voting right of another Director as such Director's proxy thereon. Such a Board meeting may be held only if more than half of the Directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require the adoption by more than half of the Directors without a connected relationship. If the number of the Directors without a connected relationship attending the meetings is less than three, the matter shall be submitted to the General Meeting for consideration.	Article 33 If a Director has a connected relationship with an enterprise <u>or individual</u> involved in a matter on which a resolution is to be made at a Board meeting, <u>such Director shall report to the Board in writing in a timely manner. The Director who has a connected relationship</u> he/she may not exercise his or her right to vote regarding such resolution, nor may he/she exercise the voting right of another Director as such Director's proxy thereon. Such a Board meeting may be held only if more than half of the Directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require the adoption by more than half of the Directors without a connected relationship. If the number of the Directors without a connected relationship attending the meetings is less than three, the matter shall be submitted to the General Meeting for consideration.
Article 35 For each item under consideration, at least two Directors shall be elected from among those present at the meeting to take part in the count and shall be supervised by a supervisor, and the result of the count shall be announced on the spot by the representative of the counters.	Article 35 For each item under consideration, at least two Directors shall be elected from among those present at the meeting to take part in the count and shall be supervised by a supervisor, and the result of the count shall be announced on the spot by the representative of the counters.
Article 37 If the presider of the meeting has any doubt as to the result of any resolution put to vote, he/she may have the votes counted. If a vote is to be counted, any attending Director who objects to the result announced by the presider of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the presider of the meeting shall have the votes counted immediately.	Article 37 If the presider of the meeting has any doubt as to the result of any resolution put to vote, he/she may have the votes counted. If a vote is to be counted <u>the presider of the meeting has not counted the votes</u>, any attending Director who objects to the result announced by the presider of the meeting may demand that the votes be counted immediately after the declaration of the voting result, and the presider of the meeting shall have the votes counted immediately.

Before Amendment	After Amendment
Article 40 The Directors shall be responsible for the resolutions of the Board. If the resolution of the Board violates the laws, regulations or the Articles of Association, causing losses to the Company, all the Directors participating in making such resolutions shall be liable for compensation to the Company. However, if there is evidence showing that a Director has expressed his objection to such resolutions and such objection is recorded in the meeting minutes, such Director may be exempted from liability. A Director who neither attends the meeting, nor appoints a representative or provides written comments on the matters to be deliberated at or before the Board meeting shall be deemed not to have expressed objections and such Director shall not be exempted from liability.	Article 40 The Directors shall be responsible for the resolutions of the Board. If the resolution of the Board violates the laws, regulations or the Articles of Association, causing losses to the Company, all the Directors participating in making such resolutions shall be liable for compensation to the Company. However, if there is evidence showing that a Director has expressed his objection to such resolutions and such objection is recorded in the meeting minutes, such Director may be exempted from liability. A Director who neither attends the meeting, nor appoints a representative or provides written comments on the matters to be deliberated at or before the Board meeting shall be deemed not to have expressed objections and such Director shall not be exempted from liability.
Article 45 The chairperson of the Board shall urge the relevant persons to implement the Board's resolutions, check the implementation of the resolutions and report on implementation of the resolutions at subsequent Board meetings. The secretary of the Board shall report to the chairperson of the Board in a timely manner on implementation of the Board's resolutions and communicate the chairperson's views to the relevant Directors and the management of the Company in a factual manner. The secretary of the Board may assist the Board in supervising and checking the implementation of the Board's resolutions by collecting and inspecting relevant documents and communicating with relevant personnel. The Board may require members of the management to report orally or in writing to the Board on implementation of the Board's resolutions and on significant production and operation of the Company.	Article 45 The chairperson of the Board shall urge the relevant persons to implement the resolutions of the Board, and check the implementation of the resolutions, and to report the implementation conditions of the resolutions at the following meetings of the Board. The secretary of the Board shall report to the chairperson of the Board in a timely manner on implementation of the Board's resolutions and communicate the chairperson's views to the relevant Directors and the management of the Company in a factual manner. The secretary of the Board may assist the Board in supervising and checking the implementation of the Board's resolutions by collecting and inspecting relevant documents and communicating with relevant personnel. The Board may require members of the management to report orally or in writing to the Board on implementation of the Board's resolutions and on significant production and operation of the Company.

Before Amendment	After Amendment
Article 48 These Rules, upon consideration and approval by the General Meeting of the Company, shall take effect and be implemented from the date on which the Company's H shares are listed and traded on the Main Board of the Hong Kong Stock Exchange. From the date when these Rules comes into effect, the Company's original Procedure Rules for the Board of Directors shall automatically become invalid.	Article 48 These Rules, having been considered and approved by the Company's General Meeting, shall take effect and be implemented <u>from as of</u> the date on which the Company's H shares are listed and traded on the Main Board of the Hong Kong Stock Exchange <u>of consideration and approval by the General Meeting of the Company.</u> From the date when these Rules comes into effect, the Company's original Procedure Rules for the Board of Directors shall automatically become invalid.

Save for the proposed amendments, other terms of the Procedure Rules for the Board of Directors shall remain unchanged. The Proposed Amendments to the Procedure Rules for the Board of Directors were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

According to the Articles of Association and the relevant laws and regulations, the Proposed Amendments to the Procedure Rules for the Board of Directors will take effect subject to the approval of the Shareholders at the forthcoming EGM by way of special resolution. A special resolution in relation to the Proposed Amendments to the Procedure Rules for the Board of Directors will be proposed at the EGM for the approval by the Shareholders.

PROPOSED AMENDMENTS TO CERTAIN SYSTEMS OF THE COMPANY

Followed by the abolition of the supervisory committee, the Company proposes to make corresponding amendments to the references in the Working System for Independent Non-Executive Directors (the “**Proposed Amendments to the Working System for Independent Non-Executive Directors**”) and the Management System for External Guarantees (the “**Proposed Amendments to the Management System for External Guarantees**”) as follows:

Proposed Amendments to the Working System for Independent Non-Executive Directors

Before Amendment	After Amendment
Article 9 To ensure the independence of independent non-executive Directors, the following persons shall not serve as independent non-executive Directors of the Company: (1) a person who holds a position in the Company or its subsidiaries, and his/her immediate family members and major social relations (immediate family members refer to spouse, parents, children, etc.; major social relations refer to siblings, parents-in-law, daughters/sons-in-law, spouses of siblings, siblings of spouse, etc.); (2) a person who directly or indirectly holds 1% or more of the Company's issued shares or is one of the top ten natural person shareholders of the Company, and his/her immediate family members; (3) a person who holds a position in a shareholder unit that directly or indirectly holds 5% or more of the Company's issued shares, or a person who holds a position in one of the Company's top five shareholders units, and his/her immediate family members;	Article 9 To ensure the independence of independent non-executive Directors, the following persons shall not serve as independent non-executive Directors of the Company: (1) a person who holds a position in the Company or its subsidiaries, and his/her immediate family members and major social relations (immediate family members refer to spouse, parents, children, etc.; major social relations refer to siblings, <u>spouses of siblings</u>, parents <u>of spouses-in-law</u>, <u>siblings of spouses</u> daughters/sons-in-law, <u>spouses of children</u>, spouses of siblings, <u>parents of spouses of children</u>, siblings of spouse, etc.); (2) a person who directly or indirectly holds 1% or more of the Company's issued shares or is one of the top ten natural person shareholders of <u>the top ten shareholders of</u> the Company, and his/her immediate family members; (3) a person who holds a position in a shareholder unit that directly or indirectly holds 5% or more of the Company's issued shares, or a person who holds a position in one of the Company's top five shareholders units, and his/her immediate family members; (4) <u>a person who holds a position in a subsidiary of the Company's controlling shareholder or de facto controller, and his/her immediate family members;</u> (5) <u>a person who has material business dealings with the Company, its controlling shareholder, its de facto controller or any of their respective subsidiaries, or a person who holds a position in an entity with which the Company has material business dealings, or in the controlling shareholder or de facto controller of such entity;</u>

Before Amendment	After Amendment
(4) a person who has, within the past one year, fallen under any of the circumstances set out in the preceding three sub-paragraphs; (5) a person who provides financial, legal or consulting services to the Company or its subsidiaries; (6) a person who has acquired any securities interests in the listed issuer by way of gift or other financial assistance from a core connected person or the listed issuer itself, unless otherwise provided under the Hong Kong Listing Rules; (7) the Director is or was a Director, partner or principal of a professional adviser which currently provides or has, within two years immediately prior to the date of his/her proposed appointment, provided services, or is or was an employee of such professional adviser who is or has been involved in the provision of such services during the same period, to: (a) the listed issuer, its holding company or any of their respective subsidiaries or core connected persons; or (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a Director (other than an independent non-executive Director), of the listed issuer within one year immediately prior to the date of the proposed appointment, or any close associates of such person;	<u>(6) a person who provides financial, legal, consulting, sponsorship or other services to the Company, its controlling shareholder, its de facto controller or any of their respective subsidiaries, including but not limited to all members of the project team, review personnel at all levels, signatories to reports, partners, Directors, senior management and principal officers of the intermediary institutions providing such services;</u> (47) a person who has, within the past one year twelve months, fallen under any of the circumstances set out in the preceding three sub-paragraphs <u>(1) to (6);</u> (5) a person who provides financial, legal or consulting services to the Company or its subsidiaries; (68) a person who has acquired any securities interests in the listed issuer <u>Company</u> by way of gift or other financial assistance from a core connected person or the listed issuer <u>Company</u> itself, unless otherwise provided under the Hong Kong Listing Rules; (79) the Director is or was a Director, partner or principal of a professional adviser which currently provides or has, within two years immediately prior to the date of his/her proposed appointment, provided services, or is or was an employee of such professional adviser who is or has been involved in the provision of such services during the same period, to: (a) the listed issuer <u>Company</u>, its holding company or any of their respective subsidiaries or core connected persons; or (b) any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a Director (other than an independent non-executive Director), of the listed issuer <u>Company</u> within one year immediately prior to the date of the proposed appointment, or any close associates of such person;

Before Amendment	After Amendment
(8) the Director has or has had, at the present time or within the one year immediately prior to the date of his/her proposed appointment as an independent non-executive Director, material interests in any major business activities of the listed issuer, its holding company or their respective subsidiaries; or is or has been involved in material business transactions with the listed issuer, its holding company or their respective subsidiaries, or with any core connected person of the listed issuer; (9) the Director is appointed to the Board for the purpose of safeguarding an entity whose interests are different from those of the shareholders as a whole; (10) the Director has been connected with a Director, chief executive or substantial shareholder of the listed issuer at the time of his/her appointment or within the two years immediately prior to the date of his/her proposed appointment as an independent non-executive Director; (11) the Director is or was (within the two years immediately prior to the date of his/her proposed appointment as a Director) an executive or a Director (other than an independent non-executive Director) of the listed issuer, its holding company or any of their respective subsidiaries, or of any core connected person of the listed issuer; (12) the Director is financially dependent on the listed issuer, its holding company or any of their respective subsidiaries, or on any core connected person of the listed issuer. (13) other persons as stipulated under the Articles of Association.	(810) the Director has or has had, at the present time or within the one year immediately prior to the date of his/her proposed appointment as an independent non-executive Director, material interests in any major business activities of the listed issuer <u>Company</u>, its holding company or their respective subsidiaries; or is or has been involved in material business transactions with the listed issuer <u>Company</u>, its holding company or their respective subsidiaries, or with any core connected person of the listed issuer <u>Company</u>; (911) the Director is appointed to the Board for the purpose of safeguarding an entity whose interests are different from those of the shareholders as a whole; (1012) the Director has been connected with a Director, chief executive or substantial shareholder of the listed issuer <u>Company</u> at the time of his/her appointment or within the two years immediately prior to the date of his/her proposed appointment as an independent non-executive Director; (1113) the Director is or was (within the two years immediately prior to the date of his/her proposed appointment as a Director) an executive or a Director (other than an independent non-executive Director) of the listed issuer <u>Company</u>, its holding company or any of their respective subsidiaries, or of any core connected person of the listed issuer <u>Company</u>; (1214) the Director is financially dependent on the listed issuer <u>Company</u>, its holding company or any of their respective subsidiaries, or on any core connected person of the listed issuer <u>Company</u>. (1315) other persons <u>who do not possess independence as stipulated under the laws, administrative regulations, provisions of the CSRC, the business rules of the stock exchange and</u> the Articles of Association.

Before Amendment	After Amendment
Article 10 The Board, the Supervisory Committee, and shareholders individually or jointly holding 3% or more of the Company's issued shares may nominate candidates for independent non-executive Directors, who shall be elected by the general meeting.	Article 10 The Board, the Supervisory Committee, and shareholders individually or jointly holding <u>13%</u> or more of the Company's issued voting shares may nominate candidates for independent non-executive Directors, who shall be elected by the general meeting.
Article 13 The term of office of each independent non-executive Director shall be the same as that of other Directors of the Company. Upon expiry of the term, they may be re-elected if re-nominated, and shall retire by rotation and be eligible for re-election in accordance with the Hong Kong Listing Rules. If an independent non-executive Director has served for more than nine years, whether he/she is to be re-appointed shall be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution shall state why the Board (or the Nomination Committee) believes that such Director remains independent and should be re-elected, including the factors considered, and the process and discussion of the Board (or the Nomination Committee) in arriving at such determination. If all independent non-executive Directors on the Board of the issuer have served for more than nine years, the Company shall disclose in the circular and/or explanatory statement accompanying the notice of the annual general meeting the names and terms of office of such independent non-executive Directors; and shall appoint a new independent non-executive Director at the next annual general meeting.	Article 13 The term of office of each independent non-executive Director shall be the same as that of other Directors of the Company. Upon expiry of the term, they may be re-elected if re-nominated, and shall retire by rotation and be eligible for re-election in accordance with the Hong Kong Listing Rules. If an independent non-executive Director has served for more than nine years, whether he/she is to be re-appointed shall be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution shall state why the Board (or the Nomination Committee) believes that such Director remains independent and should be re-elected, including the factors considered, and the process and discussion of the Board (or the Nomination Committee) in arriving at such determination. If all independent non-executive Directors on the Board of the issuer Company have served for more than nine years, the Company shall disclose in the circular and/or explanatory statement accompanying the notice of the annual general meeting the names and terms of office of such independent non-executive Directors; and shall appoint a new independent non-executive Director at the next annual general meeting.

Before Amendment	After Amendment
Article 15 If an independent non-executive Director fails to attend Board meetings in person for three consecutive times, the Board shall propose to the general meeting that such Director be removed. Except in the above circumstances and the circumstances set out in the Company Law where a person is disqualified from acting as a Director, an independent non-executive Director shall not be removed before the expiry of his/her term of office without justifiable reasons.	Article 15 If an independent non-executive Director fails to attend Board meetings in person for <u>two</u> three consecutive times <u>(attendance at a Board meeting or voting by means of communication shall be deemed as attendance in person)</u> <u>and does not appoint another independent non-executive Director to attend on his/her behalf, he/she shall be deemed to be unable to perform his/her duties, and</u> the Board shall propose to the general meeting that such Director be removed. Except in the above circumstances and the circumstances set out in the Company Law where a person is disqualified from acting as a Director, an independent non-executive Director shall not be removed before the expiry of his/her term of office without justifiable reasons.
Article 17 In addition to the powers and functions conferred upon Directors by the Company Law and other laws, regulations and normative documents as well as the Articles of Association, independent non-executive Directors shall also have the following powers and functions: (1) material connected transactions that require approval by the Board or the general meeting (as determined in accordance with the effective rules promulgated from time to time by the stock exchange on which the Company's shares are listed) shall be submitted to the Board for discussion only after they have been approved by the independent non-executive Directors. A resolution of the Board on a connected transaction of the Company shall take effect only after it has been signed by the independent non-executive Directors. Before making a judgment, the independent non-executive Directors may engage an intermediary institution to issue an independent financial adviser's report as the basis for their judgment;	Article 17 In addition to the powers and functions conferred upon Directors by the Company Law and other laws, regulations and normative documents as well as the Articles of Association, independent non-executive Directors shall also have the following powers and functions: (1) material connected transactions that require approval by the Board or the general meeting (as determined in accordance with the effective rules promulgated from time to time by the stock exchange on which the Company's shares are listed) shall be submitted to the Board for discussion only after they have been approved by the independent non-executive Directors. A resolution of the Board on a connected transaction of the Company shall take effect only after it has been signed by the independent non-executive Directors. Before making a judgment, the independent non-executive Directors may engage an intermediary institution to issue an independent financial adviser's report as the basis for their judgment;

Before Amendment	After Amendment
(2) to propose to the Board the appointment or removal of the accounting firm; (3) to propose to the Board the convening of an extraordinary general meeting; (4) to propose convening of a Board meeting; (5) to independently engage external audit institutions and consulting institutions; (6) to solicit voting rights from shareholders prior to convening of the general meeting. (7) when exercising the powers and functions set out in sub-paragraphs (1) and (2) of this Article, the independent non-executive Directors shall obtain the consent of more than half of the independent non-executive Directors before submitting the subject matter to the Board for discussion; when exercising the powers and functions set out in sub-paragraphs (3), (4) and (6) of this Article, the consent of more than half of the independent non-executive Directors shall be obtained; when exercising the powers and functions set out in sub-paragraph (5) of this Article, the consent of all independent non-executive Directors shall be obtained. When independent non-executive Directors exercise the above powers and functions, the relevant expenses shall be borne by the Company. If the above proposals are not adopted or the above powers and functions cannot be exercised normally, the Company shall disclose the relevant circumstances.	(2) to propose to the Board the appointment or removal of the accounting firm; (3) to propose to the Board the convening of an extraordinary general meeting; (4) to propose convening of a Board meeting; (5) to independently engage external audit institutions and consulting institutions; (6) to solicit voting rights from shareholders prior to convening of the general meeting. (7) — wWhen exercising the powers and functions set out in sub-paragraphs (1) and to (25) of this Article, the independent non-executive Directors shall obtain the consent of more than half of the independent non-executive Directors before submitting the subject matter to the Board for discussion; when exercising the powers and functions set out in sub-paragraphs (3), (4) and (6) of this Article, the consent of more than half of all the independent non-executive Directors shall be obtained; when exercising the powers and functions set out in sub-paragraph (5) of this Article, the consent of all independent non-executive Directors shall be obtained. When independent non-executive Directors exercise the above powers and functions, the relevant expenses shall be borne by the Company. If the above proposals are not adopted or the above powers and functions cannot be exercised normally, the Company shall disclose the relevant circumstances.

Before Amendment	After Amendment
Article 18 Independent non-executive Directors shall have the right to express independent opinions to the Board or the general meeting on the following material matters: (1) external guarantees; (2) material connected transactions; (3) nomination, appointment and removal of Directors; (4) appointment and dismissal of senior management; (5) remuneration and equity incentive plans of the Directors and senior management of the Company; (6) formulation of proposals for the conversion of capital reserve into share capital; (7) formulation of profit distribution policies, profit distribution plans and cash dividend plans; (8) changes in accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards; (9) the Company's financial and accounting reports being issued with a non-standard unqualified audit opinion by a certified public accountant; (10) appointment and dismissal of the accounting firm; (11) material asset restructuring and disposal of the Company; (12) the internal control evaluation report of the Company;	Article 18 Independent non-executive Directors shall have the right to express independent opinions to the Board or the general meeting on the following material matters: (1) external guarantees; (2) material connected transactions; (3) nomination, appointment and removal of Directors; (4) appointment and dismissal of senior management; (5) remuneration and equity incentive plans of the Directors and senior management of the Company; (6) formulation of proposals for the conversion of capital reserve into share capital; (7) formulation of profit distribution policies, profit distribution plans and cash dividend plans; (8) changes in accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards; (9) the Company's financial and accounting reports being issued with a non-standard unqualified audit opinion by a certified public accountant; (10) appointment and dismissal of the accounting firm; (11) material asset restructuring and disposal of the Company; (12) the internal control evaluation report of the Company;

Before Amendment	After Amendment
(13) matters that independent non-executive Directors consider may prejudice the interests of shareholders; and (14) other matters stipulated by laws, regulations, regulatory documents, the Hong Kong Listing Rules and the Articles of Association. Independent non-executive Directors shall express one of the following types of opinions on the above matters: (1) consent; (2) qualified opinion and the reasons therefor; (3) dissenting opinion and the reasons therefor; or (4) inability to express an opinion and the obstacles thereto. If the relevant matter is required to be disclosed, the Company shall announce the opinions of the independent non-executive Directors. If the independent non-executive Directors are unable to reach agreement due to disagreements, the Company shall disclose the opinions of each independent non-executive Director separately.	(13) matters that independent non-executive Directors consider may prejudice the interests of <u>the Company or</u> shareholders; and (14) other matters stipulated by laws, regulations, regulatory documents, the Hong Kong Listing Rules and the Articles of Association. Independent non-executive Directors shall express one of the following types of opinions on the above matters: (1) consent; (2) qualified opinion and the reasons therefor; (3) dissenting opinion and the reasons therefor; or (4) inability to express an opinion and the obstacles thereto. If the relevant matter is required to be disclosed, the Company shall announce the opinions of the independent non-executive Directors. If the independent non-executive Directors are unable to reach agreement due to disagreements, the Company shall disclose the opinions of each independent non-executive Director separately.

Before Amendment	After Amendment
Article 19 The independent opinions given by independent non-executive Directors on material matters shall include at least the following contents: (1) basic information of material matters; (2) basis for expressing the opinion, including the procedures performed, documents verified, contents of on-site inspections, etc.; (3) legality and compliance of material matters; (4) impact on the interests of the Company and shareholders, possible risks and measures taken by the Company; and (5) conclusive opinion expressed. If a qualified opinion, dissenting opinion or inability to express an opinion is given on a material matter, the relevant independent non-executive Director shall clearly state the reasons therefor; Independent non-executive Directors shall sign to confirm the independent opinions they give and shall report such opinions to the Board in a timely manner.	Article 19 The independent opinions given by independent non-executive Directors on material matters shall include at least the following contents: (1) basic information of material matters; (2) basis for expressing the opinion, including the procedures performed, documents verified, contents of on-site inspections, etc.; (3) legality and compliance of material matters; (4) impact on the interests of the Company and shareholders, possible risks and measures taken by the Company; and (5) conclusive opinion expressed. If a qualified opinion, dissenting opinion or inability to express an opinion is given on a material matter, the relevant independent non-executive Director shall clearly state the reasons therefor;. Independent non-executive Directors shall sign to confirm the independent opinions they give and shall report such opinions to the Board in a timely manner.

Before Amendment	After Amendment
Article 24 If an independent non-executive Director is truly unable to attend a Board meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint in writing another independent non-executive Director of the Company to attend on his/her behalf. However, an independent non-executive Director shall not appoint a non-independent non-executive Director to vote on his/her behalf. The power of attorney shall set out: (1) the names of the appointor and the appointee; (2) the scope of authority granted to the appointee; (3) the appointor's instructions on the voting intention for each resolution; and (4) the signature of the appointor and the date. An independent non-executive Director shall not issue a blank power of attorney, nor shall he/she give a general power of attorney to the appointee. The authorisation shall be granted on a matter-by-matter basis. The independent non-executive Director attending the Board meeting on behalf of another shall submit the written power of attorney to the chairman of the meeting and state the circumstances of his/her attendance on behalf of another in the meeting attendance register. No independent non-executive Director shall accept appointments from more than two independent non-executive Directors at the same Board meeting. Independent non-executive Directors shall attend the Company's general meetings in person to communicate with the shareholders on site.	Article 24 If an independent non-executive Director is truly unable to attend a Board meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint in writing another independent non-executive Director of the Company to attend on his/her behalf. However, an independent non-executive Director shall not appoint a non-independent non-executive Director to vote on his/her behalf. The power of attorney shall set out: (1) the names of the appointor and the appointee; (2) the scope of authority granted to the appointee; (3) the appointor's instructions on the voting intention for each resolution; and (4) the signature of the appointor and the date. An independent non-executive Director shall not issue a blank power of attorney, nor shall he/she give a general power of attorney to the appointee. The authorisation shall be granted on a matter-by-matter basis. The independent non-executive Director attending the Board meeting on behalf of another shall submit the written power of attorney to the chairman of the meeting and state the circumstances of his/her attendance on behalf of another in the meeting attendance register. No independent non-executive Director shall accept appointments from more than two independent non-executive Directors at the same Board meeting. Independent non-executive Directors shall attend the Company's general meetings in person to communicate with the shareholders on site.

Before Amendment	After Amendment
Article 27 The Company shall ensure that independent non-executive Directors enjoy the same right to information as other Directors, provide relevant materials and information to independent non-executive Directors in a timely manner, regularly brief them on the Company's operations, and, where necessary, organise on-site inspections for independent non-executive Directors. For any matters that are subject to the decision of the Board, the Company shall give advance notice to the independent non-executive Directors within the time prescribed by law and shall simultaneously provide adequate information. Should the independent non-executive Directors deem the information inadequate, they may request that additional information be supplied. Where two or more independent non-executive Directors consider that the information is inadequate or the justification is unclear, they may jointly submit a written request to the Board for an adjournment of the Board meeting or a deferral of the deliberation on the matter, and the Board shall give effect to such request.	Article 27 The Company shall ensure that independent non-executive Directors enjoy the same right to information as other Directors, provide relevant materials and information to independent non-executive Directors in a timely manner, regularly brief them on the Company's operations, and, where necessary, organise on-site inspections for independent non-executive Directors. For any matters that are subject to the decision of the Board, the Company shall give advance notice to the independent non-executive Directors within the time prescribed by law and shall simultaneously provide adequate information. Should the independent non-executive Directors deem the information inadequate, they may request that additional information be supplied. Where two or more independent non-executive Directors consider that the information is <u>incomplete, inadequate or the justification is unclear</u> inadequate or <u>the information is not provided in a timely manner</u>, they may jointly submit a written request to the Board for an adjournment of the Board meeting or a deferral of the deliberation on the matter, and the Board shall give effect to such request.
Article 29 The Company shall provide the working conditions necessary for independent non-executive Directors to perform their duties. The secretary to the Board shall actively assist independent non-executive Directors in performing their duties, such as providing relevant introduction and materials. Independent non-executive Directors shall have the right to require other Directors, Supervisors and senior management of the Company to cooperate actively to ensure their legal exercise of powers, and shall have the right to require the secretary to the Board to be responsible for communication, liaison and transmission of materials with independent non-executive Directors, and to directly provide support and assistance to independent non-executive Directors in performing their duties.	Article 29 The Company shall provide the working conditions necessary for independent non-executive Directors to perform their duties. The secretary to the Board shall actively assist independent non-executive Directors in performing their duties, such as providing relevant introduction and materials. Independent non-executive Directors shall have the right to require other Directors, Supervisors and senior management of the Company to cooperate actively to ensure their legal exercise of powers, and shall have the right to require the secretary to the Board to be responsible for communication, liaison and transmission of materials with independent non-executive Directors, and to directly provide support and assistance to independent non-executive Directors in performing their duties.

Before Amendment	After Amendment
The support and assistance shall include: (1) regularly briefing and promptly submitting reports on the Company's operations, introducing market and industry development relevant to the Company, providing other relevant materials and information, ensuring that independent non-executive Directors enjoy the same right to information as other Directors, and, where necessary, organising on-site inspections for independent non-executive Directors; (2) providing independent non-executive Directors with the newspapers in which the Company conducts information disclosure to publish its public information, or providing corresponding electronic materials; (3) cooperating with independent non-executive Directors in investigations related to the performance of their duties; (4) providing meeting venues and other facilities when independent non-executive Directors consider it necessary to convene a meeting attended solely by independent non-executive Directors; (5) actively cooperating with independent non-executive Directors in accessing relevant materials, and providing necessary support and facilities for independent non-executive Directors to perform their duties by arranging on-site inspections and organising reports from securities service institutions; (6) requiring the responsible personnel of the Company to sign and confirm material matters recorded in the work notes of independent non-executive Directors that are related to the performance of their duties; and	The support and assistance shall include: (1) regularly briefing and promptly submitting reports on the Company's operations, introducing market and industry development relevant to the Company, providing other relevant materials and information, ensuring that independent non-executive Directors enjoy the same right to information as other Directors, and, where necessary, organising on-site inspections for independent non-executive Directors; (2) providing independent non-executive Directors with the newspapers in which the Company conducts information disclosure to publish its public information, or providing corresponding electronic materials; (3) cooperating with independent non-executive Directors in investigations related to the performance of their duties; (4) providing meeting venues and other facilities when independent non-executive Directors consider it necessary to convene a meeting attended solely by independent non-executive Directors; (5) actively cooperating with independent non-executive Directors in accessing relevant materials, and providing necessary support and facilities for independent non-executive Directors to perform their duties by arranging on-site inspections and organising reports from securities service institutions; (6) requiring the responsible personnel of the Company to sign and confirm material matters recorded in the work notes of independent non-executive Directors that are related to the performance of their duties; and

Before Amendment	After Amendment
(7) other facilities and cooperation related to the independent non-executive Directors' performance of duties that the Company needs to provide during the course of duty performance. If independent non-executive Directors encounter obstacles in exercising their powers conferred by laws and regulations, they may explain the circumstances to the Board, request the management or the secretary to the Board to cooperate, and record in their work notes the facts, specific circumstances and resolution status of the obstacles encountered.	(7) other facilities and cooperation related to the independent non-executive Directors' performance of duties that the Company needs to provide during the course of duty performance. If independent non-executive Directors encounter obstacles in exercising their powers conferred by laws and regulations, they may explain the circumstances to the Board, request the management or the secretary to the Board to cooperate, and record in their work notes the facts, specific circumstances and resolution status of the obstacles encountered.
Article 33 Apart from the above allowances and costs, independent non-executive Directors shall not obtain other additional benefits from the Company, its substantial shareholders or interested institutions and personnel.	Article 33 Apart from the above allowances and costs, independent non-executive Directors shall not obtain other additional benefits from the Company, its substantial shareholders or interested institutions and personnel.
Article 42 When more than two independent non-executive Directors consider that the agenda items are unclear or unspecific, or that they are unable to make a judgment on the matters to be resolved due to insufficient meeting materials or other reasons, they may propose that the meeting postpone the vote on such matters. The independent non-executive Directors proposing the postponement of the vote shall set out clear requirements for the conditions to be satisfied before the proposal is submitted for consideration again.	Article 42 When <u>two or</u> more than two independent non-executive Directors consider that the agenda items are unclear or unspecific, or that they are unable to make a judgment on the matters to be resolved due to insufficient meeting materials or other reasons, they may propose that the meeting postpone the vote on such matters. The independent non-executive Directors proposing the postponement of the vote shall set out clear requirements for the conditions to be satisfied before the proposal is submitted for consideration again.
Article 47 This System is prepared by the Board and shall come into effect and be implemented from the date on which it is approved by the general meeting of the Company and the Company's initial public offering of overseas listed foreign shares (H shares) is listed and traded on The Stock Exchange of Hong Kong Limited.	Article 47 This System is prepared by the Board and shall come into effect and be implemented from the date on which it is approved by the general meeting of the Company and the Company's initial public offering of overseas listed foreign shares (H shares) is listed and traded on The Stock Exchange of Hong Kong Limited.

Proposed Amendments to the Management System for External Guarantees

Before Amendment	After Amendment
Article 1 This system is formulated in accordance with the provisions of the Company Law of the People’s Republic of China, the Civil Code of the People’s Republic of China the Interim Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, regulations and regulatory documents, as well as the articles of association (the “Articles of Association”) of Medtide Inc. (the “Company”), for the purpose of regulating the external guarantee administration of the Company, regulating its guarantee activities and controlling its operating risks.	Article 1 This system is formulated in accordance with the provisions of the Company Law of the People’s Republic of China (<u>the “Company Law”</u>), the Civil Code of the People’s Republic of China, the Interim Measures for the Administration of Overseas Securities Issuance and Listing by Domestic Enterprises, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other laws, regulations and regulatory documents, as well as the articles of association (the “Articles of Association”) of Medtide Inc. (the “Company”), for the purpose of regulating the external guarantee administration of the Company, regulating its guarantee activities and controlling its operating risks.
Article 2 The basis for the Company’s decisions on external guarantees: (1) the Company Law of the People’s Republic of China (the “Company Law”), the Civil Code of the People’s Republic of China and the Articles of Association of Medtide Inc. (the “Articles of Association”) and other relevant provisions; (2) the relevant resolutions of the general meeting or the board (the “Board”) of directors (the “Directors”) of the Company regarding external guarantees; and (3) the needs of the Company’s overall development strategy.	Article 2 The basis for the Company’s decisions on external guarantees: (1) the Company Law of the People’s Republic of China (the “Company Law”), the Civil Code of the People’s Republic of China and the Articles of Association of Medtide Inc. (the “Articles of Association”) and other relevant provisions; (2) the relevant resolutions of the general meeting or the board (the “Board”) of directors (the “Directors”) of the Company regarding external guarantees; and (3) the needs of the Company’s overall development strategy.

Before Amendment	After Amendment
Article 5 The following external guarantee activities of the Company shall be subject to consideration and approval by the general meeting (except for guarantees provided by the Company for its controlling subsidiaries within the annual budget): (1) any guarantee provided after the total amount of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the Company's latest audited total assets; (3) guarantees provided by the Company within a year where the total amount of such guarantees exceeds 30% of the Company's latest audited total assets; (4) guarantees provided by the Company to any guaranteed party with an asset-liability ratio exceeding 70%; (5) a single guarantee with an amount exceeding 10% of the Company's latest audited net assets; (6) guarantees provided to shareholders, the actual controller of the Company and their related parties; and (7) other guarantees that shall be subject to consideration and approval by the general meeting as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, or the Articles of Association.	Article 5 The following external guarantee activities of the Company shall be subject to consideration and approval by the general meeting (except for guarantees provided by the Company for its controlling subsidiaries within the annual budget): (1) any guarantee provided after the total amount of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets; (2) any guarantee provided after the total amount of the Company's external guarantees exceeds 30% of the Company's latest audited total assets; (3) guarantees provided by the Company <u>to others</u> within a year where the total amount of such guarantees exceeds 30% of the Company's latest audited total assets; (4) guarantees provided by the Company to any guaranteed party with an asset-liability ratio exceeding 70%; (5) a single guarantee with an amount exceeding 10% of the Company's latest audited net assets; (6) guarantees provided to shareholders, the actual controller of the Company and their related parties; and (7) other guarantees that shall be subject to consideration and approval by the general meeting as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Before Amendment	After Amendment
The above external guarantee activities that are subject to consideration and approval by the general meeting must first be considered and approved by the Board before being submitted to the general meeting for consideration and approval. For guarantees within the scope of authority of the Board, in addition to being approved by more than half of all Directors, they shall also be approved by more than two-thirds of the Directors present at the Board meeting. The guarantees referred to in the preceding paragraph (2) shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting. When the general meeting considers a proposal in relation to providing guarantees to shareholders, the actual controller or their related parties, such shareholders or the shareholder controlled by such actual controller shall not vote on the proposal, and the proposal shall be approved by more than half of the voting rights held by the other shareholders present at the general meeting.	The above external guarantee activities that are subject to consideration and approval by the general meeting must first be considered and approved by the Board before being submitted to the general meeting for consideration and approval. For guarantees within the scope of authority of the Board, in addition to being approved by more than half of all Directors, they shall also be approved by more than two-thirds of the Directors present at the Board meeting. The guarantees referred to in the preceding paragraph (2) shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting. When the general meeting considers a proposal in relation to providing guarantees to shareholders, the actual controller or their related parties, such shareholders or the shareholder controlled by such actual controller shall not vote on the proposal, and the proposal shall be approved by more than half of the voting rights held by the other shareholders present at the general meeting.
Article 6 Where the Company provides a guarantee to a related party, such guarantee shall be made on reasonable commercial rationale and, irrespective of the amount involved, shall be submitted to the general meeting for approval after having been considered and approved by the Board. Where the Company provides a guarantee to a related party, the related Directors shall abstain from voting at the Board meeting at which the guarantee is considered. The Board meeting may be held if more than half of the non-related Directors are present, and the resolution shall be approved by more than two-thirds of the non-related Directors present at the Board meeting. If the number of non-related Directors present at the meeting is fewer than three, the proposal shall not be voted on and shall instead be submitted to the general meeting for consideration.	Article 6 Where the Company provides a guarantee to a related party, such guarantee shall be made on reasonable commercial rationale and, irrespective of the amount involved, shall be submitted to the general meeting for approval after having been considered and approved by the Board. Where the Company provides a guarantee to a related party, the related Directors shall abstain from voting at the Board meeting at which the guarantee is considered. The Board meeting may be held if more than half of the non-related Directors are present, and the resolution shall be approved by more than <u>half</u>two-thirds of the non-related Directors present at the Board meeting. If the number of non-related Directors present at the meeting is fewer than three, the proposal shall not be voted on and shall instead be submitted to the general meeting for consideration.

Before Amendment	After Amendment
Where the Company provides a guarantee to a related party, the related shareholders shall not vote on the proposal at the general meeting at which the guarantee is considered, and the resolution shall be approved by more than half of the voting rights held by the other shareholders present at the general meeting.	Where the Company provides a guarantee to a related party, the related shareholders shall not vote on the proposal at the general meeting at which the guarantee is considered, and the resolution shall be approved by more than half of the voting rights held by the other shareholders present at the general meeting.
Article 7 Before considering provision of a guarantee, the Board shall conduct a full investigation into the business and credit status of the guaranteed party, carefully review and analyse the guaranteed party's financial condition, operating performance, credit standing and industry prospects, and make prudent decisions in accordance with the law. The Company may, when necessary, engage external professional institutions to assess the guarantee risk as a basis for the decision-making of the Board or the general meeting. The independent non-executive Directors of the Company shall express their independent opinions when the Board considers external guarantees, and may, when necessary, engage an accounting firm to verify the Company's cumulative and current external guarantee positions. If any irregularities are found, they shall report to the Board in a timely manner.	Article 7 Before considering provision of a guarantee, the Board shall conduct a full investigation into the business and credit status of the guaranteed party, carefully review and analyse the guaranteed party's financial condition, operating performance, credit standing and industry prospects, and make prudent decisions in accordance with the law. The Company may, when necessary, engage external professional institutions to assess the guarantee risk as a basis for the decision-making of the Board or the general meeting. The independent non-executive Directors of the Company shall express their independent opinions when the Board considers external guarantees, and may, when necessary, engage an accounting firm to verify the Company's cumulative and current external guarantee positions. If any irregularities are found, they shall report to the Board in a timely manner.
Article 8 Management of the Company's external guarantee contracts (1) The Company shall enter into written contracts for external guarantees. Guarantee contracts shall be properly kept in accordance with the Company's internal management rules, and shall be promptly notified to the Supervisory Committee, the secretary to the Board (if any) and the finance department;	Article 8 Management of the Company's external guarantee contracts (1) The Company shall enter into written contracts for external guarantees. Guarantee contracts shall be properly kept in accordance with the Company's internal management rules, and shall be promptly notified to the AuditSupervisory Committee, the secretary to the Board (if any) and the finance department;

Before Amendment	After Amendment
(2) The finance department shall designate dedicated personnel to establish and maintain a register of external guarantees, recording information such as the guaranteed party, the amount, and the maturity date; (3) For material external guarantees, the guaranteed party shall be required to provide financial statements on a regular basis, and the finance department or designated personnel shall conduct on-site inspections of its operating status at least twice a year; (4) After performing obligation of repayment on behalf of the guarantor within the scope of the guarantee, the Company shall take effective measures to recover the amount from the debtor and the counter-guarantor.	(2) The finance department shall designate dedicated personnel to establish and maintain a register of external guarantees, recording information such as the guaranteed party, the amount, and the maturity date; (3) For material external guarantees, the guaranteed party shall be required to provide financial statements on a regular basis, and the finance department or designated personnel shall conduct on-site inspections of its operating status at least twice a year; (4) After performing obligation of repayment on behalf of the guarantor within the scope of the guarantee, the Company shall take effective measures to recover the amount from the debtor and the counter-guarantor.
Article 10 Matters not covered in this System shall be implemented in accordance with the relevant provisions of national laws, regulations, regulatory documents, the Hong Kong Listing Rules and the Articles of Association. Where this System is inconsistent with laws, regulations, other regulatory documents, the Hong Kong Listing Rules or the Articles of Association, the provisions of such laws, regulations, other regulatory documents, the Hong Kong Listing Rules or the Articles of Association shall prevail.	Article 10 Matters not covered in this System shall be implemented in accordance with the relevant provisions of national laws, regulations, regulatory documents, the Hong Kong Listing Rules and the Articles of Association. Where this System is inconsistent with laws, regulations, other regulatory documents, the Hong Kong Listing Rules or the Articles of Association, the provisions of such laws, regulations, other regulatory documents, the Hong Kong Listing Rules or the Articles of Association shall prevail.
Article 12 This System is prepared by the Board and shall take effect as from the date it is approved by the general meeting of the Company and the Company's initial public offering of overseas listed foreign shares (H shares) is listed and traded on The Stock Exchange of Hong Kong Limited.	Article 12 This System is prepared by the Board and shall take effect as from the date it is approved by the general meeting of the Company and the Company's initial public offering of overseas listed foreign shares (H shares) is listed and traded on The Stock Exchange of Hong Kong Limited.

Save for the proposed amendments, other terms of each of the Working System for Independent Non-Executive Directors and Management System for External Guarantees shall remain unchanged. Each of the Proposed Amendments to the Working System for Independent Non-Executive Directors and the Proposed Amendments to the Management System for External Guarantees were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

According to the Articles of Association, the proposed amendments to each of the relevant systems of the Company will take effect subject to the approval of the Shareholders at the EGM by way of ordinary resolution, with each amendment being proposed and voted on as a separate resolution.

GENERAL

A circular containing, among other things, further details of the (i) the Proposed Amendments to the Articles of Association; (ii) the Proposed Amendments to the Procedure Rules for the General Meeting; (iii) the Proposed Amendments to the Procedure Rules for Board of Directors; (iv) the Proposed Amendments to the Working System for Independent Non-Executive Directors; (v) the Proposed Amendments to the Management System for External Guarantees; and (vi) a notice convening the EGM will be despatched by the Company to the Shareholders in due course.

By order of the Board

Medtide Inc.

泰德醫藥(浙江)股份有限公司

Dr. Xu Qi

Chairwoman and Chief Executive Officer

Hong Kong, August 27, 2026

As at the date of this announcement, the executive Directors of the Company are Dr. Xu Qi (徐琪), Dr. Li Xiang (李湘), Ms. Li Xiangli (李湘莉), Ms. Cheng Tao and Ms. Li Lingmei (李玲梅); the non-executive Director of the Company is Mr. Wu Yihui (吳一暉); and the independent non-executive Directors of the Company are Dr. Yu Cheung Hoi (于常海), Dr. Zhu Xun (朱迅) and Mr. Xia Xinsheng (夏心晟).