
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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JIANGSU NEW VISION AUTOMOTIVE ELECTRONICS CO., LTD. 江蘇澤景汽車電子股份有限公司

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

(Stock Code: 2632)

**(1) ABOLITION OF THE SUPERVISORY COMMITTEE AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ITS APPENDICES**

**(2) FORMULATION OF THE MANAGEMENT SYSTEM FOR
EXTERNAL INVESTMENTS**

**(3) NO RECOMMENDATION FOR PAYMENT OF 2026 INTERIM DIVIDEND
AND
NOTICE OF 2026 EXTRAORDINARY GENERAL MEETING**

The notice convening the EGM of the Company to be held at 11th Floor, West Shanghai Building, No. 969 Moyu South Road, Jiading District, Shanghai, China on Monday, 28 September 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjautomotive.com).

Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Sunday, 27 September 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

References to time and dates in this circular are to Hong Kong time and dates. This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

9 September 2026

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DEFINITIONS

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

“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 11th Floor, West Shanghai Building, No. 969 Moyu South Road, Jiading District, Shanghai, China on Monday, 28 September 2026 at 10:00 a.m., to consider and approve the resolutions contained in the notice of the meeting which is set out on pages EGM-1 to EGM-2 of this circular, or any adjournment thereof
“Articles of Association”	the Articles of Association of Jiangsu New Vision Automotive Electronics Co., Ltd., as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“China” or “PRC”	the People’s Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan Region
“Company”	Jiangsu New Vision Automotive Electronics Co., Ltd. (江蘇澤景汽車電子股份有限公司), a joint stock company incorporated in the PRC with limited liability on 29 May 2015, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2632)
“Director(s)”	the director(s) of the Company
“Domestic Unlisted Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB0.50 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange
“Management System for External Investments”	the management system for external investments proposed to be formulated by the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB0.50 each, listed on the Main Board of the Stock Exchange

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 September 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for Shareholders’ Meetings”	the Rules of Procedure for Shareholders’ Meetings of Jiangsu New Vision Automotive Electronics Co., Ltd., as amended from time to time
“Rules of Procedure for Board Meetings”	the Rules of Procedure for Board Meetings of Jiangsu New Vision Automotive Electronics Co., Ltd., as amended from time to time
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB0.50 each, comprising Domestic Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



JIANGSU NEW VISION AUTOMOTIVE ELECTRONICS CO., LTD. 江蘇澤景汽車電子股份有限公司

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

(Stock Code: 2632)

Executive Directors:

Mr. Zhang Tao (張濤) (*Chairperson*)
Mr. Zhang Bo (張波) (*Deputy general manager*)
Mr. Fan Xin (范鑫) (*General manager*)

Non-executive Directors:

Mr. Hu Bin (胡濱)
Mr. You Tianyu (由天宇)
Ms. Zheng Shiyong (鄭詩贏)

Independent Non-executive Directors:

Ms. Young Meng Ying (楊孟瑛)
Ms. Sun Hui (孫暉)
Prof. Bai Jian (白劍)

Registered Office, Headquarters and

Principal Place of Business in the PRC:

Building 1, Automobile Electronics
Industry Park
3 Tianyue Road, Automobile Industry Park
Yizheng, Yangzhou, Jiangsu Province
PRC

Principal Place of Business in

Hong Kong:

Room 1918, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

9 September 2026

To the Shareholders

Dear Sir/Madam,

**(1) ABOLITION OF THE SUPERVISORY COMMITTEE AND
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
ITS APPENDICES
(2) FORMULATION OF THE MANAGEMENT SYSTEM FOR
EXTERNAL INVESTMENTS
(3) NO RECOMMENDATION FOR PAYMENT OF 2026 INTERIM DIVIDEND
AND
NOTICE OF 2026 EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

At the EGM, a special resolution will be proposed to approve (1) the abolition of the Supervisory Committee and the amendments to the Articles of Association and its appendices; and ordinary resolutions will be proposed to approve (2) the formulation of the Management System for External Investments; and (3) the proposal not to recommend the payment of 2026 interim dividend.

II. DETAILS OF THE RESOLUTIONS

(1) Abolition of the Supervisory Committee and Amendments to the Articles of Association and Its Appendices

A special resolution will be proposed at the EGM to consider and approve the abolition of the Supervisory Committee and the amendments to the Articles of Association and its appendices.

In order to further enhance the standardized operation of the Company, improve its governance structure and streamline its governance hierarchy, with reference to the Company Law of the People's Republic of China, the Listing Rules and the Guidelines for Articles of Association of Listed Companies (2025 Revision), the Company proposes to abolish the Supervisory Committee and the Supervisors, and accordingly amend the Articles of Association and its appendices, namely the Rules of Procedure for Shareholders' Meetings and the Rules of Procedure for Board Meetings, and at the same time, improve certain provisions and make other textual amendments based on the actual circumstances of the Company (the "**Amendments**").

The Amendments and the abolition of the Supervisory Committee shall take effect upon consideration and approval at the EGM. Upon approval, the Company will no longer establish the Supervisory Committee or have Supervisors, all Supervisors will formally cease to hold office, the relevant rules and systems relating to the Supervisory Committee will be abolished accordingly, and the functions and powers of the Supervisory Committee will be exercised by the Audit Committee of the Board. Prior to the consideration and approval at the EGM, the Supervisory Committee and all Supervisors will continue to perform their respective duties in accordance with laws and regulations and the Articles of Association.

The Board also proposes that the EGM authorize the chairperson of the Board and/or his authorized representative to handle relevant matters in connection with the Amendments, including change registration and filing formalities with the company registration authority. The aforesaid changes shall ultimately be subject to the contents approved by the company registration authority. The Articles of Association and its appendices are prepared in Chinese. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Amendments are set out in Appendices I to III to this circular.

LETTER FROM THE BOARD

(2) Formulation of the Management System for External Investments

An ordinary resolution will be proposed at the EGM to consider and approve the formulation of the Management System for External Investments.

The Company has been listed on the Main Board of the Stock Exchange. In order to regulate the Company's decision-making procedures for external investments, strengthen investment risk management, improve its internal control system, ensure that the Company's external investment activities comply with the relevant provisions of the Company Law of the People's Republic of China, the Listing Rules and the Articles of Association, and effectively safeguard the interests of the Company and all Shareholders, the Company has formulated the Management System for External Investments in accordance with the relevant laws and regulations and the relevant provisions of the Articles of Association and taking into account the actual circumstances of the Company.

The full text of the Management System for External Investments is set out in Appendix IV to this circular.

(3) No Recommendation for Payment of 2026 Interim Dividend

An ordinary resolution will be proposed at the EGM to consider and approve the proposal not to recommend the payment of 2026 interim dividend.

Taking into account the Company's results and actual cash flow position for the six months ended 30 June 2026, the Board does not recommend the payment of an interim dividend for 2026.

III. THE EXTRAORDINARY GENERAL MEETING

The EGM will be held at 11th Floor, West Shanghai Building, No. 969 Moyu South Road, Jiading District, Shanghai, China on Monday, 28 September 2026 at 10:00 a.m.. Notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjautomotive.com).

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on Monday, 28 September 2026 will be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates and transfer forms must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 22 September 2026.

LETTER FROM THE BOARD

V. PROXY ARRANGEMENT

The form of proxy of the EGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjautomotive.com).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; for holders of Domestic Unlisted Shares, the form of proxy should be returned to the Company's headquarters and principal place of business in the PRC, at Building 1, Automobile Electronics Industry Park, 3 Tianyue Road, Automobile Industry Park, Yizheng, Yangzhou, Jiangsu Province, PRC, by personal delivery or by post, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 10:00 a.m. on Sunday, 27 September 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

VI. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these resolutions.

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

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

By order of the Board

Jiangsu New Vision Automotive Electronics Co., Ltd.

Mr. Zhang Tao

Chairman of the Board and Executive Director

COMPARISON TABLE OF THE ARTICLES OF ASSOCIATION

Save for the refinement of certain provisions and other textual amendments, the comparison table of the Amendments to the Articles of Association is set out below:

Before Amendment	After Amendment
Article 11 The Articles of Association shall, from its effective date, constitute a legally binding document regulating the Company's organization and activities as well as the rights and obligations between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, directors, supervisors and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, against directors, supervisors, general manager and other senior management members of the Company, and against the Company, while the Company may institute legal proceedings against shareholders, directors, supervisors, general manager and other senior management members.	Article 11 The Articles of Association shall, from its effective date, constitute a legally binding document regulating the Company's organization and activities as well as the rights and obligations between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, directors and senior management members. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, against directors, general manager and other senior management members of the Company, and against the Company, while the Company may institute legal proceedings against shareholders, directors, general manager and other senior management members.
Article 23 The Company may, upon resolution by a shareholders' meeting, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the provisions of laws, regulations or securities regulatory rules of the place where the Company's shares are listed: (I) issuing shares to unspecified parties; (II) issuing shares to specified parties; (III) allotting bonus shares to its existing shareholders; (IV) converting the capital reserves into share capital;	Article 23 The Company may, upon resolution by a shareholders' meeting, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the provisions of laws, regulations or securities regulatory rules of the place where the Company's shares are listed: (I) issuing shares to unspecified parties; (II) issuing shares to specified parties; (III) allotting bonus shares to its existing shareholders; (IV) converting the capital reserves into share capital;

Before Amendment	After Amendment
(V) any other method stipulated by laws, administrative regulations, as well as other methods approved by the securities regulatory authorities of the place where the Company's shares are listed, the Hong Kong Stock Exchange, and the CSRC. The Board of Directors may decide to issue shares not exceeding 50% of the issued shares within three years. However, capital contributions in the form of non-monetary assets shall be resolved by the shareholders' meeting. If the Board of Directors decides to issue shares in accordance with the preceding paragraph, which results in changes in the registered capital and the number of the issued shares of the Company, the amendments to such matters recorded in the Articles of Association no longer need to be voted on by the shareholders' meeting. When the Board of Directors decides to issue new shares, the Board's resolution shall be approved by at least two-thirds of all directors.	(V) any other method stipulated by laws, administrative regulations, as well as other methods approved by the securities regulatory authorities of the place where the Company's shares are listed, the Hong Kong Stock Exchange, and the CSRC.

Before Amendment	After Amendment
Article 28 The shares of the Company shall be transferred legally. Shares held by the Company's shareholders, as well as shares held by directors, supervisors, and senior management members, with respect to transfer restrictions, reduction in holdings, and other share-related changes shall be governed by the Company Law, the Securities Law, the Hong Kong Listing Rules, and the relevant provisions on changes in company shares promulgated by the CSRC and the relevant regulatory rules of the place where the Company's shares are listed. ...	Article 28 The shares of the Company shall be transferred legally. Shares held by the Company's shareholders, as well as shares held by directors and senior management members, with respect to transfer restrictions, reduction in holdings, and other share-related changes shall be governed by the Company Law, the Securities Law, the Hong Kong Listing Rules, and the relevant provisions on changes in company shares promulgated by the CSRC and the relevant regulatory rules of the place where the Company's shares are listed. ...
Article 30 Shares issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date the shares of the Company are listed and traded on the Securities Exchange. The directors, supervisors and senior management members of the Company shall report to the Company the shares of the Company held by them and changes thereof and shall not transfer more than 25% of the total number of shares held by them during each year of his/her term of office as determined at the time of taking the office; the shares that they held in the Company shall not be transferred within one year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within half a year from the date of their dimission. ...	Article 30 Shares issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date the shares of the Company are listed and traded on the Securities Exchange. The directors and senior management members of the Company shall report to the Company the shares of the Company held by them and changes thereof and shall not transfer more than 25% of the total number of shares held by them during each year of his/her term of office as determined at the time of taking the office; the shares that they held in the Company shall not be transferred within one year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within half a year from the date of their dimission. ...

Before Amendment	After Amendment
Article 31 Where the directors, supervisors, senior management members or shareholders who hold 5% or more of the shares of the Company dispose of any shares or other equity securities held by them in the Company within 6 months from the date of acquiring, or acquire any shares or other equity securities again within 6 months from the date of disposing of, the proceeds thereof shall belong to the Company, and the Board of the Company shall recover such proceeds. However, in the circumstances where a securities company holds 5% or more of the shares of the Company due to the purchase of the remaining shares after the underwriting, or specified by the securities regulatory authority of the State Council and the securities regulatory authorities in the place where the Company's shares are listed, the sale of such shares shall not be subject to a six-month period. The aforementioned shareholders holding 5% or more of the Company's shares shall not include the recognized clearing house as defined in the relevant ordinances of the Hong Kong law in force from time to time and their agents. The shares or other equity securities held by the aforementioned directors, supervisors, senior management members or individual shareholders shall include the shares of the Company or other equity securities held by such person's spouse, parents, children and other connected persons or held through the accounts of other persons.	Deleted

Before Amendment	After Amendment
Where the Board of Directors of the Company does not act in accordance with paragraph 1 of this Article, the shareholders shall have the right to require the Board of Directors to take action within 30 days. Where the Board of Directors of the Company fails to take such action within the aforesaid period, the shareholders shall be entitled to file proceedings at the people's court directly in their own names for the interests of the Company. Where the Board of Directors of the Company fails to take action in accordance with paragraph 1 of this Article, the directors who are accountable thereto shall be jointly and severally liable pursuant to law.	
Article 35 The shareholders of the Company shall be entitled to the following rights: (I) to speak and vote at the shareholders' meeting, except where the Hong Kong Stock Exchange Listing Rules require the waiver of voting rights on certain matters; (II) to be entitled to dividends and other forms of distributions in proportion to the number of shares held; (III) to request to hold, convene, preside over, attend or appoint proxies to attend shareholders' meetings, to speak at shareholders' meetings and to exercise the corresponding voting rights in accordance with the law, unless individual shareholders are required by the securities regulatory rules of the place where the Company's shares are listed or the requirements of applicable laws and regulations to waive their voting rights on certain matters;	Article 34 The shareholders of the Company shall be entitled to the following rights: (I) to speak and vote at the shareholders' meeting, except where the Hong Kong Listing Rules require the waiver of voting rights on certain matters; (II) to be entitled to dividends and other forms of distributions in proportion to the number of shares held; (III) to request to hold, convene, preside over, attend or appoint proxies to attend shareholders' meetings, to speak at shareholders' meetings and to exercise the corresponding voting rights in accordance with the law, unless individual shareholders are required by the securities regulatory rules of the place where the Company's shares are listed or the requirements of applicable laws and regulations to waive their voting rights on certain matters;

Before Amendment	After Amendment
(IV) to supervise the Company's business operations, propose recommendations and raise questions; (V) to transfer, donate or pledge the shares they held in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association; (VI) to access and copy the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of Board meetings, resolutions of meetings of the Board of Supervisors, and financial accounting reports. Eligible shareholders may inspect the Company's accounting books and accounting vouchers; (VII) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation; (VIII) to require the Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company; (IX) other rights conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association.	(IV) to supervise the Company's business operations, propose recommendations and raise questions; (V) to transfer, donate or pledge the shares they held in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association; (VI) to access and copy the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of Board meetings, and financial accounting reports. Eligible shareholders may inspect the Company's accounting books and accounting vouchers; (VII) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation; (VIII) to require the Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company; (IX) other rights conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Before Amendment	After Amendment
Article 39 If directors or senior management members violate laws, administrative regulation or the Articles of Association in performing their duties to the Company, thereby causing losses to the Company, shareholders individually or collectively holding more than 1% of the Company's shares for over 180 consecutive days have the right to request the Board of Supervisors in writing to initiate legal proceedings to the people's court; if the Board of Supervisors violate laws, administrative regulation or the Articles of Association in performing their duties to the Company, thereby causing losses to the Company, the aforementioned shareholders may request the Board of Directors in writing to initiate legal proceedings to the people's court. If the Board of Supervisors or the Board of Directors refuses to initiate legal proceedings after receiving a written request from a shareholder under the preceding paragraph, or fails to initiate legal proceedings within 30 days after receiving the request, or if the circumstances are urgent and failure to immediately initiate legal proceedings will cause irreparable damage to the Company's interests, the shareholder specified in the preceding paragraph shall have the right to directly initiate legal proceedings to the people's court in their own name for the benefit of the Company. ...	Article 38 If directors other than members of the Audit Committee or senior management members violate laws, administrative regulation or the Articles of Association in performing their duties to the Company, thereby causing losses to the Company, shareholders individually or collectively holding more than 1% of the Company's shares for over 180 consecutive days have the right to request the Audit Committee in writing to initiate legal proceedings to the people's court; if members of the Audit Committee violate laws, administrative regulation or the Articles of Association in performing their duties to the Company, thereby causing losses to the Company, the aforementioned shareholders may request the Board of Directors in writing to initiate legal proceedings to the people's court. If the Audit Committee or the Board of Directors refuses to initiate legal proceedings after receiving a written request from a shareholder under the preceding paragraph, or fails to initiate legal proceedings within 30 days after receiving the request, or if the circumstances are urgent and failure to immediately initiate legal proceedings will cause irreparable damage to the Company's interests, the shareholder specified in the preceding paragraph shall have the right to directly initiate legal proceedings to the people's court in their own name for the benefit of the Company. ...

Before Amendment	After Amendment
Article 43 The shareholders' meeting is the organ of authority of the Company, and shall exercise following functions and powers pursuant to the law: (I) to elect and replace the directors and supervisors and decide on the matters relating to the remuneration of directors and supervisors; (II) to consider and approve the reports of the Board of Directors; (III) to consider and approve the reports of the Board of Supervisors; (IV) to consider and approve the Company's plans of earnings distribution and loss make-up schemes; (V) to make resolutions on the increase or decrease of the registered capital of the Company; (VI) to make resolutions on the issuance of corporate bonds and other securities by the Company and their listing; (VII) to make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company; (VIII) to amend the Articles of Association; (IX) to resolve on the engagement or dismissal of the accounting firm responsible for auditing by the Company;	Article 42 The shareholders' meeting is the organ of authority of the Company, and shall exercise following functions and powers pursuant to the law: (I) to elect and replace the directors and decide on the matters relating to the remuneration of directors; (II) to consider and approve the reports of the Board of Directors; (III) to consider and approve the Company's plans of earnings distribution and loss make-up schemes; (IV) to make resolutions on the increase or decrease of the registered capital of the Company; (V) to make resolutions on the issuance of corporate bonds and other securities by the Company and their listing; (VI) to make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company; (VII) to amend the Articles of Association; (VIII) to resolve on the engagement or dismissal of the accounting firm responsible for auditing by the Company;

Before Amendment	After Amendment
(X) to review and approve the guarantees stated in Article 44;	(IX) to review and approve the guarantees stated in Article 43;
(XI) to review matters concerning the Company's purchase or sale of major assets within one year exceeding 30% of the most recently audited total assets of the Company;	(X) to review matters concerning the Company's purchase or sale of major assets within one year exceeding 30% of the most recently audited total assets of the Company;
(XII) to review and approve any changes to the use of raised funds;	(XI) to review and approve any changes to the use of raised funds;
(XIII) to review equity incentive plans and employee share ownership plans;	(XII) to review equity incentive plans and employee share ownership plans;
(XIV) to review other matters that, according to 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, are required to be decided by the shareholders' meeting;	(XIII) to review other matters that, according to 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, are required to be decided by the shareholders' meeting;
(XV) to review the repurchase of the Company's shares under the circumstances specified in the Articles of Association.	(XIV) to review the repurchase of the Company's shares under the circumstances specified in the Articles of Association.
...	...

Before Amendment	After Amendment
Article 46 The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances: (I) when the number of directors falls below the number required by the Company Law or two-thirds of the number specified in the Articles of Association; (II) when the Company's unremedied losses reach one-third of the total amount of paid-up share capital; (III) upon request by shareholders who individually or collectively hold more than 10% of the Company's shares; (IV) when the Board of Directors considers it necessary; (V) when the Board of Supervisors proposes to convene such a meeting; (VI) 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 45 The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances: (I) when the number of directors falls below the number required by the Company Law or two-thirds of the number specified in the Articles of Association; (II) when the Company's unremedied losses reach one-third of the total amount of paid-up share capital; (III) upon request by shareholders who individually or collectively hold more than 10% of the Company's shares; (IV) when the Board of Directors considers it necessary; (V) when the Audit Committee proposes to convene such a meeting; (VI) 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.

Before Amendment	After Amendment
Article 50 The Board of Supervisors is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days from such decision, and the changes made to the original proposal in the notice shall be approved by the Board of Supervisors. Where the Board of Directors does not give consent for convening of an extraordinary shareholders' meeting or does not issue feedback within 10 days upon the receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the Board of Supervisors may convene and preside over the meeting by itself.	Article 49 The Audit Committee is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days from such decision, and the changes made to the original proposal in the notice shall be approved by the Audit Committee. Where the Board of Directors does not give consent for convening of an extraordinary shareholders' meeting or does not issue feedback within 10 days upon the receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the Audit Committee may convene and preside over the meeting by itself.

Before Amendment	After Amendment
Article 51 Shareholder(s) individually or jointly holding more than 10% of the shares of the Company shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days from such decision, and the changes made to the original proposal in the notice shall be approved by relevant shareholders. Where the Board of Directors does not give consent for convening of an extraordinary shareholders' meeting or does not issue feedback within 10 days upon the receipt of the requisition(s), the shareholders holding more than 10% of the Company's shares individually or jointly shall be entitled to put forward propose to the Board of Supervisors on convening of an extraordinary shareholders' meeting and such proposal shall be made to the Board of Supervisors in writing.	Article 50 Shareholder(s) individually or jointly holding more than 10% of the shares of the Company shall have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days from such decision, and the changes made to the original proposal in the notice shall be approved by relevant shareholders. Where the Board of Directors does not give consent for convening of an extraordinary shareholders' meeting or does not issue feedback within 10 days upon the receipt of the requisition(s), the shareholders holding more than 10% of the Company's shares individually or jointly shall be entitled to put forward propose to the Audit Committee on convening of an extraordinary shareholders' meeting and such proposal shall be made to the Audit Committee in writing.

Before Amendment	After Amendment
Where the Board of Supervisors gives consent for convening an extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days upon the receipt of the requisition(s) and the changes made to the original proposal in the notice shall be approved by relevant shareholders.	Where the Audit Committee gives consent for convening an extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days upon the receipt of the requisition(s) and the changes made to the original proposal in the notice shall be approved by relevant shareholders.
Where the Board of Supervisors fails to issue a notice of a shareholders' meeting within the stipulated period, the Board of Supervisors shall be deemed as not convening and chairing the shareholders' meeting, and the shareholders who hold more than 10% of the Company's shares individually or jointly for more than 90 consecutive days may proceed to convene and chair a shareholders' meeting on their own initiative.	Where the Audit Committee fails to issue a notice of a shareholders' meeting within the stipulated period, the Audit Committee shall be deemed as not convening and chairing the shareholders' meeting, and the shareholders who hold more than 10% of the Company's shares individually or jointly for more than 90 consecutive days may proceed to convene and chair a shareholders' meeting on their own initiative.
Article 52 Where the Board of Supervisors or shareholders decides to convene a shareholders' meeting on their own, it shall notify the Board of Directors. Prior to the announcement of the resolution of the shareholders' meeting, the proportion of shares held by the shareholders who convene the meeting shall not be less than 10%. The shareholders who convene the meeting shall disclose an announcement no later than the issuance of the notice of the shareholders' meeting and shall commit that, from the date of the proposal to convene the shareholders' meeting until the date of the meeting, their shareholding ratio shall not be less than 10% of the Company's total share capital.	Article 51 Where the Audit Committee or shareholders decides to convene a shareholders' meeting on their own, it shall notify the Board of Directors. Prior to the announcement of the resolution of the shareholders' meeting, the proportion of shares held by the shareholders who convene the meeting shall not be less than 10%. The shareholders who convene the meeting shall disclose an announcement no later than the issuance of the notice of the shareholders' meeting and shall commit that, from the date of the proposal to convene the shareholders' meeting until the date of the meeting, their shareholding ratio shall not be less than 10% of the Company's total share capital.

Before Amendment	After Amendment
Article 53 Where the Board of Supervisors or the shareholders convene a shareholders' meeting on their own, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders as of the date of share recording. The register of shareholders obtained by the convener may not be used for other purposes except the convening of a shareholders' meeting.	Article 52 Where the Audit Committee or the shareholders convene a shareholders' meeting on their own, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the register of shareholders as of the date of share recording. The register of shareholders obtained by the convener may not be used for other purposes except the convening of a shareholders' meeting.
Article 54 Where the Board of Supervisors or the shareholders convene a shareholders' meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.	Article 53 Where the Audit Committee or the shareholders convene a shareholders' meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.
Article 56 Where the Company convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholder(s) individually or jointly holding more than 1% shares of the Company shall be entitled to put forward proposals to the Company. Shareholder(s) individually or jointly holding more than 1% of shares of the Company may put forward provisional proposals and submit them in writing to the convener 10 days before a shareholders' meeting is convened. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receipt of the proposals and announce the contents of the provisional proposals and submit the provisional proposals to the shareholders' meeting for consideration, unless the proposal violates the provisions of the laws, administrative regulations, the Hong Kong Listing Rules and other regulating rules of the place where the shares of the Company are listed and the Articles of Association or does not fall within the scope of the functions and powers of the shareholders' meeting.	Article 55 Where the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee and shareholder(s) individually or jointly holding more than 1% shares of the Company shall be entitled to put forward proposals to the Company. Shareholder(s) individually or jointly holding more than 1% of shares of the Company may put forward provisional proposals and submit them in writing to the convener 10 days before a shareholders' meeting is convened. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receipt of the proposals and announce the contents of the provisional proposals and submit the provisional proposals to the shareholders' meeting for consideration, unless the proposal violates the provisions of the laws, administrative regulations, the Hong Kong Listing Rules and other regulating rules of the place where the shares of the Company are listed and the Articles of Association or does not fall within the scope of the functions and powers of the shareholders' meeting.

Before Amendment	After Amendment
Except as provided in the preceding paragraph, the convenor, after issuing the notice of the shareholders' meeting, shall neither modify the proposals stated in the notice of shareholders' meetings nor add new proposals.	Except as provided in the preceding paragraph, the convenor, after issuing the notice of the shareholders' meeting, shall neither modify the proposals stated in the notice of shareholders' meetings nor add new proposals.
Proposals that are not listed in the notice of the shareholders' meeting or that do not comply with the provisions of the Articles of Association shall not be put to a vote or resolved at the shareholders' meeting.	Proposals that are not listed in the notice of the shareholders' meeting or that do not comply with the provisions of the Articles of Association shall not be put to a vote or resolved at the shareholders' meeting.
Article 57 The convener shall notify each shareholder (including announcement) at least 21 days before the annual shareholders' meeting, and will notify each shareholder (including announcement) at least 15 days before the extraordinary shareholders' meeting.	Article 56 The convener shall notify each shareholder (including announcement) at least 20 days before the annual shareholders' meeting, and will notify each shareholder (including announcement) at least 15 days before the extraordinary shareholders' meeting.
When calculating the starting date, the date of the meeting shall be excluded but including the day on which the notice is issued. Where relevant laws, administrative regulations, the Hong Kong Listing Rules, or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.	When calculating the starting date, the date of the meeting shall be excluded but including the day on which the notice is issued. Where relevant laws, administrative regulations, the Hong Kong Listing Rules, or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Before Amendment	After Amendment
Article 59 Where the shareholders' meeting intends to discuss matters relating to the election of directors or supervisors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors or supervisors, including at least the following particulars: (I) personal information including educational background, work experience and concurrent positions; (II) whether the candidate has any connected relationship with the Company or with the Company's controlling shareholder or actual controller; (III) disclosure of the number of shares of the Company held; (IV) whether the candidate has been subject to penalties imposed by relevant securities regulatory authorities or other relevant authorities, or disciplinary actions imposed by any stock exchange; (V) whether the candidate meets the qualifications for office as required under laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and other details required to be disclosed. Except where directors or supervisors are elected under the cumulative voting system, each candidate for director or supervisor shall be proposed by way of a separate resolution.	Article 58 Where the shareholders' meeting intends to discuss matters relating to the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, including at least the following particulars: (I) personal information including educational background, work experience and concurrent positions; (II) whether the candidate has any connected relationship with the Company or with the Company's controlling shareholder or actual controller; (III) disclosure of the number of shares of the Company held; (IV) whether the candidate has been subject to penalties imposed by relevant securities regulatory authorities or other relevant authorities, or disciplinary actions imposed by any stock exchange; (V) whether the candidate meets the qualifications for office as required under laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and other details required to be disclosed. Except where directors are elected under the cumulative voting system, each candidate for director shall be proposed by way of a separate resolution.

Before Amendment	After Amendment
Article 68 Directors, supervisors , and senior management must attend the meeting upon the shareholders' request and respond to shareholder inquiries.	Article 67 Directors and senior management must attend the meeting upon the shareholders' request and respond to shareholder inquiries.
Article 69 The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman of the Board is incapable of performing or not performing his/her duties, a director jointly nominated by more than half of directors shall preside over the meeting. Shareholders' meetings convened by the Board of Supervisors itself shall be presided over by the chairperson of the Board of Supervisors. If the chairperson of the Board of Supervisors is incapable of performing or not performing his/her duties, a member of the Board of Supervisors jointly nominated by more than half of members of the Board of Supervisors shall preside over the meeting. ...	Article 68 The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman of the Board is incapable of performing or not performing his/her duties, a director jointly nominated by more than half of directors shall preside over the meeting. Shareholders' meetings convened by the Audit Committee itself shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is incapable of performing or not performing his/her duties, a member of the Audit Committee jointly nominated by more than half of members of the Audit Committee shall preside over the meeting. ...
Article 71 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' meeting on their work over the preceding year. Each independent non-executive director shall also present a report on the performance of his or her duties.	Article 70 At the annual general meeting, the Board of Directors shall report to the shareholders' meeting on their work over the preceding year. Each independent non-executive director shall also present a report on the performance of his or her duties.
Article 72 Except for information that involves the Company's trade secrets and therefore cannot be disclosed at shareholders' meetings, directors, supervisors and senior management shall provide explanations and responses at shareholders' meetings regarding inquiries and suggestions raised by shareholders.	Article 71 Except for information that involves the Company's trade secrets and therefore cannot be disclosed at shareholders' meetings, directors and senior management shall provide explanations and responses at shareholders' meetings regarding inquiries and suggestions raised by shareholders.

Before Amendment	After Amendment
Article 74 Minutes of shareholders' meetings shall be kept and the secretary of the Board shall be responsible for them. The minutes shall contain the following information: (I) the time, place, agenda and name of the convener of the meeting; (II) the names of the presider of the meeting and the directors, supervisors and senior management who are attending or present at the meeting; (III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of shares of the Company; (IV) the deliberation progress, main points of speeches and voting results of each proposal; (V) the shareholders' inquiries or suggestions and the corresponding replies or explanations; (VI) names of the lawyers, vote counters and poll watchers; (VII) any other matters required by the provisions of the Articles of Association to be recorded in the minutes.	Article 73 Minutes of shareholders' meetings shall be kept and the secretary of the Board shall be responsible for them. The minutes shall contain the following information: (I) the time, place, agenda and name of the convener of the meeting; (II) the names of the presider of the meeting and the directors and senior management who are attending or present at the meeting; (III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of shares of the Company; (IV) the deliberation progress, main points of speeches and voting results of each proposal; (V) the shareholders' inquiries or suggestions and the corresponding replies or explanations; (VI) names of the lawyers, vote counters and poll watchers; (VII) any other matters required by the provisions of the Articles of Association to be recorded in the minutes.

Before Amendment	After Amendment
Article 75 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, the secretary of the Board, the convener or its representative, and the presider of the meeting attending the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature register of shareholders attending the meeting in person, the proxy forms for attendance by proxy, and the valid records relating to voting conducted by other means, and the retention period shall be not less than ten years.	Article 74 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, the secretary of the Board, the convener or its representative, and the presider of the meeting attending the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature register of shareholders attending the meeting in person, the proxy forms for attendance by proxy, and the valid records relating to voting conducted by other means, and the retention period shall be not less than ten years.
Article 78 The following matters shall be approved by ordinary resolutions at the shareholders' meeting: (I) work report of the Board of Directors and Board of Supervisors; (II) plans of earnings distribution and loss make-up schemes formulated by the Board of Directors; (III) appointment and dismissal of members of the Board of Directors and Board of Supervisors, and their remuneration and the method of payment thereof; (IV) engagement, dismissal or non-renewal of auditing firms and their remuneration; (V) annual report of the Company; (VI) matters other than those required to be adopted by a special resolution by the laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association.	Article 77 The following matters shall be approved by ordinary resolutions at the shareholders' meeting: (I) work report of the Board of Directors; (II) plans of earnings distribution and loss make-up schemes formulated by the Board of Directors; (III) appointment and dismissal of members of the Board of Directors, and their remuneration and the method of payment thereof; (IV) engagement, dismissal or non-renewal of auditing firms and their remuneration; (V) annual report of the Company; (VI) matters other than those required to be adopted by a special resolution by the laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association.

Before Amendment	After Amendment
Article 84 List of candidates for directors and supervisors shall be submitted by way of proposal to the shareholders' meeting for voting. The method and procedure for nominating director and supervisor candidates are: (I) When a re-election of the Board of Directors or an addition of directors made by the incumbent Board of Directors takes place, the incumbent Board of Directors or shareholders individually or collectively holding more than 1% of the shares may nominate candidates who are shareholder representatives for the position of directors for the next session of Board of Directors or for the position of additional directors, pursuant to the number of persons to be elected; (II) Independent non-executive directors shall be nominated by the incumbent Board of Directors or Board of Supervisors, or shareholders individually or collectively holding more than 1% of the Company's issued and outstanding shares; (HH) When a re-election of the Board of Supervisors or an addition of supervisors made by the incumbent Board of Supervisors takes place, the incumbent Board of Supervisors or shareholders individually or collectively holding more than 1% of the Company's shares may nominate candidates who are shareholder representatives for the position of supervisors for the next session of the Board of Supervisors or for the position of additional supervisors, pursuant to the number of persons to be elected;	Article 83 List of candidates for directors shall be submitted by way of proposal to the shareholders' meeting for voting. The method and procedure for nominating director candidates are: (I) When a re-election of the Board of Directors or an addition of directors made by the incumbent Board of Directors takes place, the incumbent Board of Directors or shareholders individually or collectively holding more than 1% of the shares may nominate candidates who are shareholder representatives for the position of directors for the next session of Board of Directors or for the position of additional directors, pursuant to the number of persons to be elected; (II) Independent non-executive directors shall be nominated by the incumbent Board of Directors, or shareholders individually or collectively holding more than 1% of the Company's issued and outstanding shares; (III) Shareholders shall submit the resumes and basic information of candidates nominated by them for directors, independent non-executive directors to the incumbent Board of Directors for qualification review. Candidates who meet the qualifications for directors after review shall be submitted to the shareholders' meeting for election;

Before Amendment	After Amendment
(IV) The employee representatives on the Board of Supervisors shall be democratically elected through the employee representative meeting, the employees' meeting or by other means; (V) Shareholders shall submit the resumes and basic information of candidates nominated by them for directors, independent non-executive directors or shareholder representative supervisors to the incumbent Board of Directors for qualification review. Candidates who meet the qualifications for directors or supervisors after review shall be submitted to the shareholders' meeting for election; (VI) Nominators shall obtain the undertakings, in written form, of the candidates for directors or supervisors prior to nominating such candidates, to confirm that they accept the nomination, undertake the disclosed information regarding the candidates for directors or supervisors is true and complete, and guarantee that they will faithfully perform the duties of directors or supervisors upon election.	(IV) Nominators shall obtain the undertakings, in written form, of the candidates for directors prior to nominating such candidates, to confirm that they accept the nomination, undertake the disclosed information regarding the candidates for directors is true and complete, and guarantee that they will faithfully perform the duties of directors upon election.

Before Amendment	After Amendment
Article 85 The cumulative voting system may be adopted for the election of directors and supervisors at the shareholders' meetings pursuant to the Articles of Association or resolutions of the shareholders' meetings. The cumulative voting system shall be adopted when a single shareholder and parties acting in concert with him/her/it hold 30% or more of the Company's equity shares. The cumulative voting system mentioned in the preceding paragraph represents that, during the election of directors or supervisors at the shareholders' meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors or supervisors to be elected. The voting rights held by a shareholder may be used in a concentrated way. The Board of Directors shall provide shareholders with the resumes and basic information of the candidates for directors or supervisors. The principles below shall be followed for voting at a shareholders' meeting under the cumulative voting system: (I) The number of candidates for directors or supervisors may be greater than the number of candidates to be elected at the shareholders' meeting, but the number of candidates for or against whom each shareholder may vote cannot exceed the number of directors or supervisors to be elected at the shareholders' meeting, and the total number of votes allocated cannot exceed the number of votes owned by shareholders; otherwise, the vote will be invalidated;	Article 84 The cumulative voting system may be adopted for the election of directors at the shareholders' meetings pursuant to the Articles of Association or resolutions of the shareholders' meetings. The cumulative voting system shall be adopted when a single shareholder and parties acting in concert with him/her/it hold 30% or more of the Company's equity shares. The cumulative voting system mentioned in the preceding paragraph represents that, during the election of directors at the shareholders' meeting, each share entitled to vote carries a number of voting rights equivalent to the number of directors to be elected. The voting rights held by a shareholder may be used in a concentrated way. The Board of Directors shall provide shareholders with the resumes and basic information of the candidates for directors. The principles below shall be followed for voting at a shareholders' meeting under the cumulative voting system: (I) The number of candidates for directors may be greater than the number of candidates to be elected at the shareholders' meeting, but the number of candidates for or against whom each shareholder may vote cannot exceed the number of directors to be elected at the shareholders' meeting, and the total number of votes allocated cannot exceed the number of votes owned by shareholders; otherwise, the vote will be invalidated;

Before Amendment	After Amendment
(II) The final successful candidates will be determined according to the order of the number of votes received by the director or supervisor candidates, but the minimum votes obtained by each successful candidate must exceed half of the total shares held by shareholders (including proxies) attending the shareholders' meeting. If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected at the shareholders' meeting, all the director or supervisor candidates who do not have enough votes should be voted again for the vacancies. If the vacancies cannot be filled up, by-election will be held at the Company's next shareholders' meeting. If more than two director or supervisor candidates receive the same number of votes, only some candidates can be successful as a result of the limited quota proposed for election, and those director or supervisor candidates who receive the same number of votes need to be re-elected by poll separately.	(II) The final successful candidates will be determined according to the order of the number of votes received by the director candidates, but the minimum votes obtained by each successful candidate must exceed half of the total shares held by shareholders (including proxies) attending the shareholders' meeting. If the number of elected directors is less than the number of directors to be elected at the shareholders' meeting, all the director candidates who do not have enough votes should be voted again for the vacancies. If the vacancies cannot be filled up, by-election will be held at the Company's next shareholders' meeting. If more than two director candidates receive the same number of votes, only some candidates can be successful as a result of the limited quota proposed for election, and those director candidates who receive the same number of votes need to be re-elected by poll separately.

Before Amendment	After Amendment
Article 90 Before proposals are voted on at the shareholders' meeting, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is connected to a matter under consideration, such shareholder and the proxy thereof shall not participate in the vote counting or vote scrutiny. When proposals are voted on at the shareholders' meeting, the lawyer; shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results on the spot. The results of the votes on the resolutions shall be recorded in the meeting minutes. ...	Article 89 Before proposals are voted on at the shareholders' meeting, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. When a shareholder is connected to a matter under consideration, such shareholder and the proxy thereof shall not participate in the vote counting or vote scrutiny. When proposals are voted on at the shareholders' meeting, the lawyer (if any) and shareholder representatives shall be jointly responsible for counting and scrutinizing votes and shall announce the voting results on the spot. The results of the votes on the resolutions shall be recorded in the meeting minutes. ...
Article 96 Where a proposal on election of directors or supervisors is passed at the shareholders' meeting, the terms of office of the newly appointed directors or supervisors shall commence from the date specified in the resolution of the shareholders' meeting. If the resolution of the shareholders' meeting does not specify the commencement dates of the terms of office of the newly appointed directors or supervisors, their terms of office shall commence from the date of adoption of such resolution. However, if during a re-election, members of the current session of the Board of Directors or the Board of Supervisors have not yet completed their terms of office, members of the new session of the Board of Directors or the Board of Supervisors shall assume office only upon the expiry of the terms of office of members of the current session of the Board of Directors or the Board of Supervisors.	Article 95 Where a proposal on election of directors is passed at the shareholders' meeting, the terms of office of the newly appointed directors shall commence from the date specified in the resolution of the shareholders' meeting. If the resolution of the shareholders' meeting does not specify the commencement dates of the terms of office of the newly appointed directors, their terms of office shall commence from the date of adoption of such resolution. However, if during a re-election, members of the current session of the Board of Directors have not yet completed their terms of office, members of the new session of the Board of Directors shall assume office only upon the expiry of the terms of office of members of the current session of the Board of Directors.

Before Amendment	After Amendment
Article 101 Directors shall fulfill the obligations of diligence to the Company in compliance with the provisions of laws, administrative regulations and the Articles of Association and perform their duties with the reasonable care generally due to managers in the best interests of the Company. Directors shall undertake the following obligations of diligence towards the Company: (I) exercising the rights conferred by the Company prudently, seriously and diligently to ensure that the commercial activities of the Company comply with laws and administrative regulations of the State and the requirements of various economic policies of the State and the commercial activities shall not exceed the scope of business stipulated in the business license; (II) treating all shareholders equally; (III) staying informed about the business operations and management of the Company in a timely manner; (IV) signing written confirmation for the Company's regular reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) providing the relevant information and materials to the Board of Supervisors truthfully and not hindering the exercise of functions and powers by the Board of Supervisors or supervisors; (VI) other obligations of diligence stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.	Article 100 Directors shall fulfill the obligations of diligence to the Company in compliance with the provisions of laws, administrative regulations and the Articles of Association and perform their duties with the reasonable care generally due to managers in the best interests of the Company. Directors shall undertake the following obligations of diligence towards the Company: (I) exercising the rights conferred by the Company prudently, seriously and diligently to ensure that the commercial activities of the Company comply with laws and administrative regulations of the State and the requirements of various economic policies of the State and the commercial activities shall not exceed the scope of business stipulated in the business license; (II) treating all shareholders equally; (III) staying informed about the business operations and management of the Company in a timely manner; (IV) signing written confirmation for the Company's regular reports, to ensure that the information disclosed by the Company is true, accurate and complete; (V) providing the relevant information and materials to the Audit Committee truthfully and not hindering the exercise of functions and powers by the Audit Committee; (VI) other obligations of diligence stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Before Amendment	After Amendment
Article 112 The Board of Directors shall formulate its own meeting rules to ensure that the Board of Directors would implement the shareholders' meeting resolutions, improve working efficiency, and ensure sound decision-making. These Board meeting rules, which establish the procedures for convening and voting at Board meetings, shall be attached to the Articles of Association, drafted by the Board, and approved by the shareholders' meeting. To ensure the effective performance of its duties, the Board of Directors shall establish three specialized committees — the Audit Committee, the Nomination Committee, and the Remuneration and Assessment Committee. The members of these specialized committees shall consist entirely of directors, and their composition must comply with the relevant requirements stipulated by laws, 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 as prescribed by the relevant regulatory authorities. The Board shall be responsible for formulating the working rules for these specialized committees to regulate their operations. ...	Article 111 The Board of Directors shall formulate its own meeting rules to ensure that the Board of Directors would implement the shareholders' meeting resolutions, improve working efficiency, and ensure sound decision-making. These Board meeting rules, which establish the procedures for convening and voting at Board meetings, shall be attached to the Articles of Association, drafted by the Board, and approved by the shareholders' meeting. To ensure the effective performance of its duties, the Board of Directors shall establish three specialized committees — the Audit Committee, the Nomination Committee, and the Remuneration Committee. The members of these specialized committees shall consist entirely of directors, and their composition must comply with the relevant requirements stipulated by laws, 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 as prescribed by the relevant regulatory authorities. The Board shall be responsible for formulating the working rules for these specialized committees to regulate their operations. ...
Article 116 Board meetings include regular meetings and extraordinary meetings. Board meetings shall be held at least four times every year, and shall be convened by the chairman of the Board. Notice for a regular Board meeting shall be sent to all the directors and supervisors 14 days prior to the meeting. A regular Board meeting does not include the practice of obtaining Board consent through the circulation of written resolution.	Article 115 Board meetings include regular meetings and extraordinary meetings. Board meetings shall be held at least four times every year, and shall be convened by the chairman of the Board. Notice for a regular Board meeting shall be sent to all the directors 14 days prior to the meeting. A regular Board meeting does not include the practice of obtaining Board consent through the circulation of written resolution.

Before Amendment	After Amendment
Article 117 Extraordinary Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, more than one third of the directors, or by the Board of Supervisors. The chairman of the Board shall convene and preside over the Board meeting within 10 days after receipt of the proposal.	Article 116 Extraordinary Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, more than one third of the directors, or by the Audit Committee. The chairman of the Board shall convene and preside over the Board meeting within 10 days after receipt of the proposal.
Newly added	SECTION 3 SPECIALIZED COMMITTEES OF THE BOARD OF DIRECTORS Article 125 The Board of Directors of the Company shall establish an Audit Committee, which shall exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law. Its specific functions and powers are as follows: (I) to inspect the Company's finances; (II) to supervise the conduct of directors and senior management personnel in performing their duties, and to propose the removal of any director or senior management personnel who violates laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting; (III) to require directors and senior management personnel to correct any actions that harm the Company's interests; (IV) to require directors and senior management personnel to submit reports on the performance of their duties;

Before Amendment	After Amendment
	(V) to conduct investigations if any abnormality in the Company's operations is detected, and to engage intermediary institutions such as accounting firms to assist in its work when necessary, with the costs borne by the Company; (VI) other functions and powers stipulated by laws, administrative regulations and the Articles of Association. Article 126 The Audit Committee shall comprise three members, all of whom shall be non-executive directors or independent non-executive directors, and a majority of whom shall be independent non-executive directors. The convener (chairman) of the Audit Committee shall be an independent non-executive director and an accounting professional. Article 127 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all members of the Audit Committee: (I) disclosure of financial and accounting reports and financial information in periodic reports, and internal control evaluation reports; (II) appointment or dismissal of the accounting firm undertaking the Company's audit work;

Before Amendment	After Amendment
	(III) appointment or dismissal of the person-in-charge of finance of the Company; (IV) changes in accounting policies or accounting estimates, or correction of material accounting errors, for reasons other than changes in accounting standards; (V) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Article 128 The Audit Committee shall hold at least two regular meetings each year, one of which shall be held before the Board of Directors reviews the annual report each year. An extraordinary meeting may be convened upon proposal by two or more members or when the convener considers it necessary. A meeting of the Audit Committee may be held only if at least two-thirds of its members are present. Resolutions of the Audit Committee shall be passed by a majority of the members of the Audit Committee. Each member shall have one vote on any resolution put to vote by the Audit Committee. Minutes of resolutions of the Audit Committee shall be prepared in accordance with relevant requirements, and the members of the Audit Committee attending the meeting shall sign the meeting minutes. The Board of Directors shall be responsible for formulating the working rules of the Audit Committee.

Before Amendment	After Amendment
	Article 129 The Board of Directors of the Company shall establish other specialized committees, including the Nomination Committee and the Remuneration Committee. The specialized committees shall perform their duties in accordance with the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the authorization of the Board of Directors, and proposals of the specialized committees shall be submitted to the Board of Directors for review and decision. The members of each specialized committee shall consist entirely of directors. The specific composition and qualification requirements of the Audit Committee, the Nomination Committee and the Remuneration Committee shall be subject to laws, administrative regulations, departmental rules and regulatory rules of the place where the Company's shares are listed. Article 130 The Board of Directors shall be responsible for formulating the working rules of each specialized committee, which shall prescribe matters including the composition, functions and powers, and procedures of the specialized committees so as to regulate their operations.
Article 127 The circumstances set out in Article 98 of the Articles of Association disqualifying a person as director shall also apply to senior management members. The provisions on directors' fiduciary obligation under Article 100 of the Articles of Association and the provisions on directors' obligations of diligence under Article 101 of the Articles of Association shall also apply to senior management members.	Article 132 The circumstances set out in Article 97 of the Articles of Association disqualifying a person as director shall also apply to senior management members. The provisions on directors' fiduciary obligation under Article 99 of the Articles of Association and the provisions on directors' obligations of diligence under Article 100 of the Articles of Association shall also apply to senior management members.

Before Amendment	After Amendment
Article 132 The working rules of the general manager shall specify: (I) the conditions and procedures for convening general manager’s meetings, and relevant attendees; (II) the respective duties and division of responsibilities among the general manager and other senior management members; (III) the use of funds and assets of the Company, limits of his/her authority to enter into important contracts, and the system of reporting to the Board of Directors and the Board of Supervisors; (IV) other matters deemed necessary by the Board of Directors.	Article 137 The working rules of the general manager shall specify: (I) the conditions and procedures for convening general manager’s meetings, and relevant attendees; (II) the respective duties and division of responsibilities among the general manager and other senior management members; (III) the use of funds and assets of the Company, limits of his/her authority to enter into important contracts, and the system of reporting to the Board of Directors; (IV) other matters deemed necessary by the Board of Directors.
CHAPTER 7 SUPERVISORS AND THE BOARD OF SUPERVISORS SECTION 1 SUPERVISORS Article 138 The circumstances set forth in Article 98 of the Articles of Association regarding disqualification from serving as a director shall apply equally to supervisors. Directors, the General Manager, and other senior management personnel shall not concurrently serve as supervisors. Article 139 Supervisors shall comply with laws, administrative regulations, and the Articles of Association, owe fiduciary duties and duties of care to the Company, and shall not use their positions to solicit bribes or other illegal gains, nor shall they misappropriate the Company’s assets.	Deleted

Before Amendment	After Amendment
Article 140 The term of office of a supervisor shall be 3 years, and is renewable upon re-election when it expires. Article 141 If the term of office of a supervisor expires but re-election is not made responsively or if any supervisor resigns during his/her term of office so that the membership of the Board of Supervisors falls short of the quorum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to relevant laws, administrative regulations and the Articles of Association until a new supervisor is elected. Article 142 The supervisors shall ensure the information disclosed by the Company is true, accurate and complete. Article 143 Supervisors may be present at Board meetings and make inquiries or suggestions in relation to the resolutions of Board meetings. Article 144 Supervisors shall not abuse their connection relations to damage the interests of the Company, and shall compensate for any losses caused to the Company. Article 145 If a supervisor, in the performance of his/her duties for the Company, violates laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association and thereby causes loss to the Company, he or she shall be liable for compensation.	

Before Amendment	After Amendment
SECTION 2 THE BOARD OF SUPERVISORS Article 146 The Company shall establish a Board of Supervisors. The Board of Supervisors shall consist of three supervisors and shall have one chairperson. The chairperson of the Board of Supervisors shall be elected by a majority of all the supervisors. The chairperson of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors; if the chairperson is unable to perform his duties or fails to perform his duties, a supervisor shall be jointly nominated by a majority of the supervisors to convene and preside over the meetings of the Board of Supervisors. The Board of Supervisors shall include representatives of shareholders and a proper proportion of representatives of the Company's employees, among whom the proportion of employee representatives shall not be less than one-third. The supervisors representing shareholders shall be elected by the shareholders' meeting, and the supervisors representing employees shall be elected democratically by the employees of the Company through the Workers' Congress or other forms.	

Before Amendment	After Amendment
Article 147 The Board of Supervisors shall be entitled to the following rights: (I) to inspect the Company's finances; (II) to supervise the conduct of directors and senior management personnel in performing their duties for the Company, and to propose the removal of any director or senior management personnel who violates laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, or resolutions of the shareholders' meeting; (III) to require directors and senior management personnel to correct any actions that harm the Company's interests; (IV) to propose the convening of an extraordinary shareholders' meeting, and to convene and preside over the shareholders' meeting when the Board of Directors fails to perform its statutory duties under the Companies Law to convene and preside over the shareholders' meeting; (V) to submit proposals to the shareholders' meeting; (VI) to initiate legal proceedings against directors and senior management personnel in accordance with Article 189 of the Companies Law;	

Before Amendment	After Amendment
(VII) to conduct investigations if any abnormality in the Company's operations is detected; and to engage professional firms such as accounting firms to assist in its work when necessary, with the costs borne by the Company; (VIII) to exercise any other powers that the Board of Supervisors is required to exercise under 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 148 The Board of Supervisors shall convene its meeting at least once every six months. A supervisor may propose to convene an extraordinary supervisors' meeting of the Board of Supervisors. Resolutions of the Board of Supervisors shall be passed by a majority of all the supervisors. The notice for convening a meeting or an extraordinary meeting of the Board of Supervisors may be given by personal delivery, letter, fax, email, or telephone. The notice period shall not be later than three days prior to the convening of a meeting or an extraordinary meeting of the Board of Supervisors. In case of emergency, where an extraordinary meeting of the Board of Supervisors needs to be convened promptly, the meeting notice may be given orally or by telephone at any time, provided that the convener explains the situation at the meeting. Resolutions of the Board of Supervisors shall be passed by a majority of the supervisors.	

Before Amendment	After Amendment
Article 149 The Board of Supervisors shall establish rules of procedure for its meetings, specifying the manner of deliberation and voting procedures to ensure the efficiency and scientific decision-making of the Board of Supervisors. The rules of procedure for the Board of Supervisors shall be annexed to the Articles of Association, drafted by the Board of Supervisors, and approved by the shareholders' meeting. Article 150 The Board of Supervisors shall keep minutes of the decisions made at its meetings, and the supervisors present at the meeting shall sign the minutes. A supervisor shall have the right to request that his/her statements made at the meeting be recorded with explanatory notes. The minutes of the Board of Supervisors meetings shall be kept as company archives for a period of 10 years. Article 151 The notice of meeting of the Board of Supervisors shall specify: (I) date, venue and duration of the meeting; (II) reasons and topics for discussion; and (III) date on which the notice is sent.	
Article 178 Notices for convening meetings of the Board of Supervisors shall be delivered by hand, mail, facsimile, email, or other means. Except that, for extraordinary meetings of the Board of Supervisors convened due to urgent matters, the provisions of the Articles of Association shall otherwise apply.	Deleted

Before Amendment	After Amendment
Article 194 Under the circumstances described in items (I) and (II) of Article 193 of the Articles of Association, if no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or with approval of the shareholders' meeting. The amendments to the Articles of Association in accordance with the provisions described above shall require the approval of at least two-thirds of the voting rights of shareholders attending a shareholders' meeting.	Article 184 Under the circumstances described in items (I) and (II) of Article 183 of the Articles of Association, if no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or with approval of the shareholders' meeting. The amendments to the Articles of Association in accordance with the provisions described above shall require the approval of at least two-thirds of the voting rights of shareholders attending a shareholders' meeting.
Article 195 If the Company is dissolved pursuant to items (I), (II), (IV) or (V) of Article 193 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises to commence liquidation. Members of the liquidation committee shall be composed of the directors or persons as determined by the shareholders' meeting. If no liquidation committee is established after the said timeframe to commence liquidation or if liquidation is not conducted after a liquidation committee is established, the interested party may apply to the people's court for the appointment of relevant persons to establish a liquidation committee to commence liquidation.	Article 185 If the Company is dissolved pursuant to items (I), (II), (IV) or (V) of Article 183 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises to commence liquidation. Members of the liquidation committee shall be composed of the directors or persons as determined by the shareholders' meeting. If no liquidation committee is established after the said timeframe to commence liquidation or if liquidation is not conducted after a liquidation committee is established, the interested party may apply to the people's court for the appointment of relevant persons to establish a liquidation committee to commence liquidation.
Article 214 The Articles of Association and its appendices, after being reviewed and approved by the shareholders' meeting, shall take effect and be implemented from the date when the Company's initial public offering of H shares is listed and traded on the Hong Kong Stock Exchange, and shall also be promptly filed with the Yangzhou Administration for Market Regulation. The previous Articles of Association of Jiangsu New Vision Automotive Electronics Co., Ltd. shall be abolished as from the effective date of the Articles of Association.	Article 204 The Articles of Association and its appendices, after being reviewed and approved by the shareholders' meeting, shall take effect and be implemented from the date of approval by the shareholders' meeting, and shall also be promptly filed with the Yangzhou Administration for Market Regulation. The previous Articles of Association of Jiangsu New Vision Automotive Electronics Co., Ltd. shall be abolished as from the effective date of the Articles of Association.

COMPARISON TABLE OF THE RULES OF PROCEDURE FOR
SHAREHOLDERS' MEETINGS

Before Amendment	After Amendment
Article 5 Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. An annual shareholders' meeting shall be held once each year and shall take place within six months after the end of the preceding financial year. Extraordinary shareholders' meetings shall be convened from time to time. The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances: (I) when the number of directors falls below the number required by the Company Law or two-thirds of the number specified in the Articles of Association; (II) when the Company's unremedied losses reach one-third of the total amount of paid-up share capital; (III) upon request by shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis); (IV) when the Board of Directors considers it necessary; (V) when the Board of Supervisors proposes to convene such a meeting; other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association.	Article 5 Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. An annual shareholders' meeting shall be held once each year and shall take place within six months after the end of the preceding financial year. Extraordinary shareholders' meetings shall be convened from time to time. The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances: (I) when the number of directors falls below the number required by the Company Law or two-thirds of the number specified in the Articles of Association; (II) when the Company's unremedied losses reach one-third of the total amount of paid-up share capital; (III) upon request by shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis); (IV) when the Board of Directors considers it necessary; (V) when the Audit Committee proposes to convene such a meeting; other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Before Amendment	After Amendment
Article 9 The Board of Supervisors is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days after the Board resolution is made, and any changes made to the original proposal in the notice shall be approved by the Board of Supervisors. Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not issue written feedback within 10 days upon receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the Board of Supervisors may convene and preside over the meeting by itself.	Article 9 The Audit Committee is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the proposal. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days after the Board resolution is made, and any changes made to the original proposal in the notice shall be approved by the Audit Committee. Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not issue written feedback within 10 days upon receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the Audit Committee may convene and preside over the meeting by itself.

Before Amendment	After Amendment
Article 10 Shareholder(s) individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and such request shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the request. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days after the Board resolution is made, and any changes made to the original request in the notice shall be approved by the relevant shareholder(s). Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not issue feedback within 10 days upon receipt of the request, shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis) shall be entitled to propose to the Board of Supervisors to convene an extraordinary shareholders' meeting, and such request shall be made to the Board of Supervisors in writing.	Article 10 Shareholder(s) individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and such request shall be made to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association, reply in writing on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the request. Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days after the Board resolution is made, and any changes made to the original request in the notice shall be approved by the relevant shareholder(s). Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting or does not issue feedback within 10 days upon receipt of the request, shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis) shall be entitled to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and such request shall be made to the Audit Committee in writing.

Before Amendment	After Amendment
Where the Board of Supervisors agrees to convene an extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days upon receipt of the request, and any changes made to the original request in the notice shall be approved by the relevant shareholder(s). Where the Board of Supervisors fails to issue a notice of a shareholders' meeting within the prescribed period, the Board of Supervisors shall be deemed not to convene or preside over the shareholders' meeting, and shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis) for more than 90 consecutive days may convene and preside over the meeting on their own initiative. The aforesaid number of shares held shall be calculated as at the date on which the shareholder(s) make(s) the written request.	Where the Audit Committee agrees to convene an extraordinary shareholders' meeting, a notice on convening of the shareholders' meeting shall be issued within 5 days upon receipt of the request, and any changes made to the original request in the notice shall be approved by the relevant shareholder(s). Where the Audit Committee fails to issue a notice of a shareholders' meeting within the prescribed period, the Audit Committee shall be deemed not to convene or preside over the shareholders' meeting, and shareholder(s) individually or jointly holding 10% or more of the Company's shares (on a one-share-one-vote basis) for more than 90 consecutive days may convene and preside over the meeting on their own initiative. The aforesaid number of shares held shall be calculated as at the date on which the shareholder(s) make(s) the written request.
Article 11 Where the Board of Supervisors or shareholder(s) decide(s) to convene a shareholders' meeting on their own initiative, the Board of Directors shall be notified in writing. Prior to the announcement of the resolution of the shareholders' meeting, the shareholding percentage of the shareholder(s) convening the meeting shall not be less than 10%. The shareholder(s) convening the meeting shall publish an announcement no later than the issuance of the notice of the shareholders' meeting and shall undertake that, from the date of the proposal to convene the shareholders' meeting until the date of the shareholders' meeting, their shareholding percentage shall not be less than 10% of the Company's total share capital.	Article 11 Where the Audit Committee or shareholder(s) decide(s) to convene a shareholders' meeting on their own initiative, the Board of Directors shall be notified in writing. Prior to the announcement of the resolution of the shareholders' meeting, the shareholding percentage of the shareholder(s) convening the meeting shall not be less than 10%. The shareholder(s) convening the meeting shall publish an announcement no later than the issuance of the notice of the shareholders' meeting and shall undertake that, from the date of the proposal to convene the shareholders' meeting until the date of the shareholders' meeting, their shareholding percentage shall not be less than 10% of the Company's total share capital.

Before Amendment	After Amendment
Article 12 Where the Board of Supervisors or shareholder(s) convene(s) a shareholders' meeting on their own initiative, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall provide the register of shareholders as of the date of share recording. The register of shareholders obtained by the convener may not be used for any purpose other than convening the shareholders' meeting.	Article 12 Where the Audit Committee or shareholder(s) convene(s) a shareholders' meeting on their own initiative, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall provide the register of shareholders as of the date of share recording. The register of shareholders obtained by the convener may not be used for any purpose other than convening the shareholders' meeting.
Article 13 Where the Board of Supervisors or shareholder(s) convene(s) a shareholders' meeting on their own initiative, the necessary expenses incurred for the meeting shall be borne by the Company.	Article 13 Where the Audit Committee or shareholder(s) convene(s) a shareholders' meeting on their own initiative, the necessary expenses incurred for the meeting shall be borne by the Company.
Article 15 Where the Company convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholder(s) individually or jointly holding 1% or more of the Company's shares shall be entitled to put forward proposals to the Company.	Article 15 Where the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee and shareholder(s) individually or jointly holding 1% or more of the Company's shares shall be entitled to put forward proposals to the Company.
Article 16 The convener shall notify all shareholders 24 days before the annual shareholders' meeting, and shall notify all shareholders 15 days before an extraordinary shareholders' meeting. When calculating the commencement of the notice period, the date of the meeting shall be excluded but the date on which the notice is given shall be included. Where the relevant laws, administrative regulations, the Hong Kong Listing Rules or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.	Article 16 The convener shall notify all shareholders 20 days before the annual shareholders' meeting, and shall notify all shareholders 15 days before an extraordinary shareholders' meeting. When calculating the commencement of the notice period, the date of the meeting shall be excluded but the date on which the notice is given shall be included. Where the relevant laws, administrative regulations, the Hong Kong Listing Rules or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Before Amendment	After Amendment
Article 18 Where the shareholders' meeting intends to discuss matters relating to the election of directors or supervisors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors or supervisors, including at least the following particulars: (I) personal information including educational background, work experience and concurrent positions; (II) whether the candidate has any connected relationship with the Company or with the Company's controlling shareholder or actual controller; (III) disclosure of the number of shares of the Company held; (IV) whether the candidate has been subject to penalties imposed by relevant securities regulatory authorities or other relevant authorities, or any disciplinary action imposed by a stock exchange; (V) whether the candidate meets the qualifications for office as required under laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and other details required to be disclosed. Except where directors or supervisors are elected under the cumulative voting system, each candidate for director or supervisor shall be proposed by way of a separate resolution.	Article 18 Where the shareholders' meeting intends to discuss matters relating to the election of directors, the notice of the shareholders' meeting shall fully disclose the detailed information of the candidates for directors, including at least the following particulars: (I) personal information including educational background, work experience and concurrent positions; (II) whether the candidate has any connected relationship with the Company or with the Company's controlling shareholder or actual controller; (III) disclosure of the number of shares of the Company held; (IV) whether the candidate has been subject to penalties imposed by relevant securities regulatory authorities or other relevant authorities, or any disciplinary action imposed by a stock exchange; (V) whether the candidate meets the qualifications for office as required under laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and other details required to be disclosed. Except where directors are elected under the cumulative voting system, each candidate for director shall be proposed by way of a separate resolution.

Before Amendment	After Amendment
Article 19 The notice of the shareholders' meeting shall specify the time, venue, agenda and name of the convener of the meeting. Where the shareholders' meeting intends to discuss matters relating to the election of directors or supervisors, the notice of the shareholders' meeting shall state, in accordance with the Articles of Association, whether the election of directors or supervisors will adopt the cumulative voting system.	Article 19 The notice of the shareholders' meeting shall specify the time, venue, agenda and name of the convener of the meeting. Where the shareholders' meeting intends to discuss matters relating to the election of directors, the notice of the shareholders' meeting shall state, in accordance with the Articles of Association, whether the election of directors will adopt the cumulative voting system.
Article 29 Where the shareholders' meeting requires directors, supervisors and senior management to attend the meeting, the directors, supervisors and senior management shall attend and respond to shareholders' inquiries.	Article 29 Where the shareholders' meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and respond to shareholders' inquiries.
Article 30 The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman of the Board is unable to perform or fails to perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. A shareholders' meeting convened by the Board of Supervisors on its own initiative shall be presided over by the chairperson of the Board of Supervisors. If the chairperson of the Board of Supervisors is unable to perform or fails to perform his/her duties, a supervisor jointly elected by more than half of the members of the Board of Supervisors shall preside over the meeting. A shareholders' meeting convened by shareholder(s) on their own initiative shall be presided over by the convener or a representative elected by the convener.	Article 30 The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman of the Board is unable to perform or fails to perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting. A shareholders' meeting convened by the Audit Committee on its own initiative shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable to perform or fails to perform his/her duties, a member jointly elected by more than half of the members of the Audit Committee shall preside over the meeting. A shareholders' meeting convened by shareholder(s) on their own initiative shall be presided over by the convener or a representative elected by the convener.

Before Amendment	After Amendment
When the shareholders' meeting is convened, if the presider of the meeting violates these Rules and makes it impossible for the shareholders' meeting to continue, with the consent of more than half of the shareholders with voting rights present at the shareholders' meeting, the shareholders' meeting may elect one person to serve as the presider and continue the meeting. If, for any reason, the shareholders are unable to elect a presider of the meeting, the shareholder (including a proxy, but excluding Hong Kong Securities Clearing Company Limited) present at the meeting who holds the largest number of shares carrying voting rights shall serve as the presider of the meeting.	When the shareholders' meeting is convened, if the presider of the meeting violates these Rules and makes it impossible for the shareholders' meeting to continue, with the consent of more than half of the shareholders with voting rights present at the shareholders' meeting, the shareholders' meeting may elect one person to serve as the presider and continue the meeting. If, for any reason, the shareholders are unable to elect a presider of the meeting, the shareholder (including a proxy, but excluding Hong Kong Securities Clearing Company Limited) present at the meeting who holds the largest number of shares carrying voting rights shall serve as the presider of the meeting.
Article 31 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' meeting on their work over the preceding year. Each independent non-executive director shall also present a report on the performance of his or her duties.	Article 31 At the annual general meeting, the Board of Directors shall report to the shareholders' meeting on its work over the preceding year. Each independent non-executive director shall also present a report on the performance of his or her duties.
Article 32 Except for information that involves the Company's trade secrets and therefore cannot be disclosed at shareholders' meetings, directors, supervisors and senior management shall provide explanations and responses at shareholders' meetings regarding inquiries raised by shareholders.	Article 32 Except for information that involves the Company's trade secrets and therefore cannot be disclosed at shareholders' meetings, directors and senior management shall provide explanations and responses at shareholders' meetings regarding inquiries raised by shareholders.

Before Amendment	After Amendment
Article 35 The cumulative voting system may be adopted for the election of directors and supervisors at the shareholders' meeting pursuant to the Articles of Association or a resolution of the shareholders' meeting. The cumulative voting system shall be adopted when a single shareholder and parties acting in concert with such shareholder hold interests in 30% or more of the Company's shares. Where directors are elected at a shareholders' meeting under the cumulative voting system, the voting for independent non-executive directors and non-independent directors shall be conducted separately. The cumulative voting system mentioned in the preceding paragraph means that, during the election of directors or supervisors at the shareholders' meeting, each share carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and the voting rights held by a shareholder may be used in a concentrated way.	Article 35 The cumulative voting system may be adopted for the election of directors at the shareholders' meeting pursuant to the Articles of Association or a resolution of the shareholders' meeting. The cumulative voting system shall be adopted when a single shareholder and parties acting in concert with such shareholder hold interests in 30% or more of the Company's shares. Where directors are elected at a shareholders' meeting under the cumulative voting system, the voting for independent non-executive directors and non-independent directors shall be conducted separately. The cumulative voting system mentioned in the preceding paragraph means that, during the election of directors at the shareholders' meeting, each share carries a number of voting rights equivalent to the number of directors to be elected, and the voting rights held by a shareholder may be used in a concentrated way.

Before Amendment	After Amendment
Article 40 Before proposals are voted on at the shareholders' meeting, two shareholder representatives shall be elected to participate in the vote counting and one supervisor shall scrutinize the votes. Where a shareholder has a connected relationship with a matter under consideration, the relevant shareholder and proxy thereof shall not participate in the vote counting or vote scrutiny. When proposals are voted on at the shareholders' meeting, the lawyer, shareholder representatives and supervisor representatives shall be jointly responsible for counting and scrutinizing votes. Shareholders of the Company or their proxies who vote online or by other means (if any) shall have the right to check their voting results through the corresponding voting system.	Article 40 Before proposals are voted on at the shareholders' meeting, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. Where a shareholder has a connected relationship with a matter under consideration, the relevant shareholder and proxy thereof shall not participate in the vote counting or vote scrutiny. When proposals are voted on at the shareholders' meeting, shareholder representatives, lawyers (if any) and other relevant persons appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for counting and scrutinizing votes in accordance with the Hong Kong Listing Rules. Shareholders of the Company or their proxies who vote online or by other means (if any) shall have the right to check their voting results through the corresponding voting system.
Article 44 Minutes of shareholders' meetings shall be kept and the secretary of the Board shall be responsible for them. The minutes shall contain the following information: (I) the time, place, agenda and name of the convener of the meeting; (II) the names of the presider of the meeting and the directors, supervisors and senior management who are attending or present at the meeting;	Article 44 Minutes of shareholders' meetings shall be kept and the secretary of the Board shall be responsible for them. The minutes shall contain the following information: (I) the time, place, agenda and name of the convener of the meeting; (II) the names of the presider of the meeting and the directors and senior management who are attending or present at the meeting;

Before Amendment	After Amendment
(III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of shares of the Company; (IV) the deliberation progress, main points of speeches and voting results of each proposal; (V) the shareholders' inquiries or suggestions and the corresponding replies or explanations; (VI) the names of the lawyers (if any), vote counters and poll watchers; (VII) any other matters required by the Articles of Association to be recorded in the minutes. The directors attending the meeting, the secretary of the Board, the convener or its representative, and the presider of the meeting shall sign the meeting minutes and ensure that the contents of the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the signature register of shareholders attending the meeting in person, the proxy forms for attendance by proxy, and valid records relating to voting conducted by other means, and the retention period shall be not less than 10 years.	(III) the number of shareholders and proxies present at the meeting, the total number of voting shares held and the percentage of the total number of shares of the Company; (IV) the deliberation progress, main points of speeches and voting results of each proposal; (V) the shareholders' inquiries or suggestions and the corresponding replies or explanations; (VI) the names of the lawyers (if any), vote counters and poll watchers; (VII) any other matters required by the Articles of Association to be recorded in the minutes. The directors attending the meeting, the secretary of the Board, the convener or its representative, and the presider of the meeting shall sign the meeting minutes and ensure that the contents of the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the signature register of shareholders attending the meeting in person, the proxy forms for attendance by proxy, and valid records relating to voting conducted by other means, and the retention period shall be not less than 10 years.
Article 46 Where a proposal relating to the election of directors or supervisors is passed at the shareholders' meeting, the newly elected directors or supervisors shall assume office in accordance with the Articles of Association.	Article 46 Where a proposal relating to the election of directors is passed at the shareholders' meeting, the newly elected directors shall assume office in accordance with the Articles of Association.

Before Amendment	After Amendment
Article 50 The following matters shall be approved by ordinary resolutions at the shareholders' meeting: (I) work reports of the Board of Directorsand the Board of Supervisors; (II) profit distribution plans and loss make-up schemes formulated by the Board of Directors; (III) the appointment and removal of members of the Board of Directorsand the Board of Supervisors, and matters relating to their remuneration and payment methods; (IV) other matters except those which are required to be approved by special resolutions pursuant to laws, administrative regulations, departmental rules, normative documents, 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 50 The following matters shall be approved by ordinary resolutions at the shareholders' meeting: (I) work reports of the Board of Directors; (II) profit distribution plans and loss make-up schemes formulated by the Board of Directors; (III) the appointment and removal of members of the Board of Directors, and matters relating to their remuneration and payment methods; (IV) other matters except those which are required to be approved by special resolutions pursuant to laws, administrative regulations, departmental rules, normative documents, 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 56 The Board of Directors shall be responsible for organizing the implementation of resolutions passed at the shareholders' meeting and, according to the contents of the resolutions and the division of responsibilities, shall assign the senior management of the Company to implement them. Matters which the shareholders' meeting requires the Board of Supervisors to implement shall be directly organized and implemented by the chairperson of the Board of Supervisors.	Article 56 The Board of Directors shall be responsible for organizing the implementation of resolutions passed at the shareholders' meeting and, according to the contents of the resolutions and the division of responsibilities, shall assign the senior management of the Company to implement them.

Before Amendment	After Amendment
Article 57 The Board of Directors shall report the results of implementation of the resolutions to the shareholders' meeting. Matters implemented by the Board of Supervisors shall be reported by the Board of Supervisors to the shareholders' meeting.	Article 57 The Audit Committee shall supervise the implementation of the resolutions, and the Board of Directors shall report the results of implementation of the resolutions to the shareholders' meeting.
Article 62 These Rules shall become effective and be implemented upon approval by the shareholders' meeting of the Company and from the date on which the Company completes its initial public offering of overseas-listed foreign shares (H Shares) and listing on The Stock Exchange of Hong Kong Limited. Any amendments hereto shall likewise be subject to approval by the shareholders' meeting. Upon these Rules becoming effective, the original Rules of Procedure for Shareholders' Meetings of the Company shall automatically cease to be effective.	Article 62 These Rules shall become effective and be implemented from the date on which they are considered and approved by the shareholders' meeting of the Company. Any amendments hereto shall likewise be subject to approval by the shareholders' meeting.
Newly added	Article 63 If these Rules are available in both Chinese and English versions, in case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

COMPARISON TABLE OF THE RULES OF PROCEDURE FOR BOARD MEETINGS

Before Amendment	After Amendment
Article 5 The Board of Directors of the Company shall establish an Audit Committee, a Nomination Committee and a Remuneration and Assessment Committee, and may establish other specialized committees as necessary. The specialized committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and decision. All members of the specialized committees shall be directors. Independent non-executive directors shall constitute a majority of the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee. The Audit Committee and the Remuneration and Assessment Committee shall be chaired by independent non-executive directors, while the Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director and shall include at least one director of a different gender. The Audit Committee shall comprise at least three members, all of whom shall be non-executive directors who do not hold senior management positions in the Company, and at least one member shall be an independent non-executive director who possesses appropriate professional qualifications, or appropriate accounting or related financial management expertise, as required under the Hong Kong Listing Rules. The chairperson of each specialized committee shall be appointed and removed by the Board of Directors.	Article 5 The Board of Directors of the Company shall establish an Audit Committee, a Nomination Committee and a Remuneration Committee, and may establish other specialized committees as necessary. The specialized committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and decision. All members of the specialized committees shall be directors. Independent non-executive directors shall constitute a majority of the Audit Committee, the Nomination Committee and the Remuneration Committee. The Audit Committee and the Remuneration Committee shall be chaired by independent non-executive directors, while the Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive director and shall include at least one director of a different gender. The Audit Committee shall comprise at least three members, all of whom shall be non-executive directors who do not hold senior management positions in the Company, and at least one member shall be an independent non-executive director who possesses appropriate professional qualifications, or appropriate accounting or related financial management expertise, as required under the Hong Kong Listing Rules. The chairperson of each specialized committee shall be appointed and removed by the Board of Directors.

Before Amendment	After Amendment
Article 9 Board meetings shall be held at least four times every year and shall be convened by the chairman of the Board. Written notice of a regular Board meeting shall be given to all directorsand supervisors 14 days prior to the Board meeting (including the date on which the notice is given but excluding the date of the Board meeting).	Article 9 Board meetings shall be held at least four times every year and shall be convened by the chairman of the Board. Written notice of a regular Board meeting shall be given to all directors 14 days prior to the Board meeting (including the date on which the notice is given but excluding the date of the Board meeting).
Article 10 Under any of the following circumstances, the chairman of the Board shall convene an extraordinary Board meeting within 10 days after receipt of the proposal: (I) when jointly proposed by one-third or more of the directors; (II) when proposed by the Board of Supervisors; (III) when proposed by shareholder(s) representing one-tenth or more of the voting rights; (IV) other circumstances stipulated by the Articles of Association or laws and regulations.	Article 10 Under any of the following circumstances, the chairman of the Board shall convene an extraordinary Board meeting within 10 days after receipt of the proposal: (I) when jointly proposed by one-third or more of the directors; (II) when proposed by the Audit Committee; (III) when proposed by shareholder(s) representing one-tenth or more of the voting rights; (IV) other circumstances stipulated by the Articles of Association or laws and regulations.

Before Amendment	After Amendment
Article 13 Proposals for Board meetings shall mainly be put forward on the basis of the following circumstances: (I) matters proposed by directors; (H) matters proposed by the Board of Supervisors; (III) proposals of the specialized committees of the Board of Directors; (IV) matters proposed by the general manager; (V) matters of subsidiaries controlled by the Company or companies in which the Company has an equity interest that are required to be considered at their shareholders' meetings.	Article 13 Proposals for Board meetings shall mainly be put forward on the basis of the following circumstances: (I) matters proposed by directors; (II) proposals of the specialized committees of the Board of Directors; (III) matters proposed by the general manager; (IV) matters of subsidiaries controlled by the Company or companies in which the Company has an equity interest that are required to be considered at their shareholders' meetings.
Article 20 For regular and extraordinary Board meetings, the office of the Board of Directors shall, respectively 14 days and 3 days in advance, deliver to all directors and supervisors, as well as the general manager and the secretary of the Board, a written notice of meeting bearing the seal of the office of the Board of Directors by personal delivery, fax, email or other means. Where the notice is not delivered in person, confirmation by telephone shall also be made and a corresponding record shall be kept. In case of emergency where an extraordinary Board meeting needs to be convened as soon as possible, notice of the meeting may be given at any time by telephone or other oral means, provided that the convener shall explain the circumstances at the meeting.	Article 20 For regular and extraordinary Board meetings, the office of the Board of Directors shall, respectively 14 days and 3 days in advance, deliver to all directors, as well as the general manager and the secretary of the Board, a written notice of meeting bearing the seal of the office of the Board of Directors by personal delivery, fax, email or other means. Where the notice is not delivered in person, confirmation by telephone shall also be made and a corresponding record shall be kept. In case of emergency where an extraordinary Board meeting needs to be convened as soon as possible, notice of the meeting may be given at any time by telephone or other oral means, provided that the convener shall explain the circumstances at the meeting.

Before Amendment	After Amendment
Article 27 Upon receipt of a written request jointly made by the relevant directors to defer a Board meeting or defer consideration of certain matters to be discussed at the Board meeting, the secretary of the Board shall promptly give notice to the directors, supervisors and other attendees.	Article 27 Upon receipt of a written request jointly made by the relevant directors to defer a Board meeting or defer consideration of certain matters to be discussed at the Board meeting, the secretary of the Board shall promptly give notice to the directors and other attendees.
Article 28 A Board meeting shall be held only if more than half of the directors are present. Where the refusal or failure of relevant directors to attend a meeting results in the minimum quorum for convening the meeting not being met, the chairman of the Board and the secretary of the Board shall promptly report the matter to the regulatory authorities. Supervisors may be present at Board meetings. If the general manager and the secretary of the Board do not concurrently serve as directors, they shall attend Board meetings. The convener (presider) of the meeting may, if he/she considers it necessary, notify other relevant persons to attend the Board meeting.	Article 28 A Board meeting shall be held only if more than half of the directors are present. Where the refusal or failure of relevant directors to attend a meeting results in the minimum quorum for convening the meeting not being met, the chairman of the Board and the secretary of the Board shall promptly report the matter to the regulatory authorities. If the general manager and the secretary of the Board do not concurrently serve as directors, they shall attend Board meetings. The convener (presider) of the meeting may, if he/she considers it necessary, notify other relevant persons to attend the Board meeting.
Article 33 All directors, supervisors and other relevant persons who have been approved or invited to attend shall sign in and enter the meeting venue on time. Any person entering the meeting during its course shall obtain the permission of the presider of the meeting.	Article 33 All directors and other relevant persons who have been approved or invited to attend shall sign in and enter the meeting venue on time. Any person entering the meeting during its course shall obtain the permission of the presider of the meeting.
Article 45 Supervisors and senior management attending a Board meeting may fully express their opinions and suggestions on matters discussed by the Board of Directors for reference in the decision-making of the Board of Directors, but shall have no voting rights in respect of the relevant matters.	Article 45 Senior management attending a Board meeting may fully express their opinions and suggestions on matters discussed by the Board of Directors for reference in the decision-making of the Board of Directors, but shall have no voting rights in respect of the relevant matters.

Before Amendment	After Amendment
Article 65 In the event of any inconsistency between these Rules and the Company Law or other laws, regulations, normative documents, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association, the aforesaid laws, regulations, normative documents, the Hong Kong Listing Rules, the rules of the place where the Company's shares are listed and the Articles of Association shall prevail.	Article 65 These Rules shall be amended and improved by the shareholders' meeting in a timely manner in light of the needs of the Company's development, operation and management and in accordance with national laws and regulations and normative documents promulgated from time to time by the securities regulatory authorities of the place where the Company's shares are listed.
Article 67 These Rules shall become effective and be implemented upon approval by the shareholders' meeting of the Company and from the date on which the foreign shares (H Shares) initially offered by the Company are listed and traded on the Hong Kong Stock Exchange. Any amendments hereto shall likewise be subject to approval by the shareholders' meeting.	Article 67 These Rules shall become effective and be implemented from the date on which they are considered and approved by the shareholders' meeting of the Company. Any amendments hereto shall likewise be subject to approval by the shareholders' meeting.
Newly added	Article 68 If these Rules are available in both Chinese and English versions, in case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

**JIANGSU NEW VISION AUTOMOTIVE ELECTRONICS CO., LTD.
MANAGEMENT SYSTEM FOR EXTERNAL INVESTMENTS
(DRAFT)**

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the external investment activities of Jiangsu New Vision Automotive Electronics Co., Ltd. (hereinafter referred to as the “Company”), establish an effective risk control mechanism for external investments, enhance investment returns, mitigate risks arising from investments, make effective and rational use of funds, and protect the interests of the Company and its shareholders, this system is formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company’s shares are listed, as well as the Articles of Association of Jiangsu New Vision Automotive Electronics Co., Ltd. (hereinafter referred to as the “Articles of Association”).

Article 2 External investments as referred to in this system mean various forms of external investment activities conducted by the Company for the purpose of obtaining future returns by contributing a certain amount of monetary funds, equity interests, tangible assets such as buildings, machinery, equipment and materials after valuation, and intangible assets such as patent rights, trademark rights and land use rights as capital contributions.

External investments as referred to in this system do not include the Company’s purchase of raw materials, equipment and power, sale of products and commodities and other activities involving assets related to its ordinary course of business, or the provision of external guarantees.

Article 3 This system shall apply to all external investment activities of the Company and its wholly-owned subsidiaries and controlling subsidiaries (collectively referred to as “subsidiaries” below). Where an enterprise in which the Company holds an equity interest undertakes any external investment matter referred to in this system which may have a relatively significant impact on the trading prices of the Company’s shares, bonds or derivatives thereof, the Company shall first perform the corresponding approval procedures in accordance with this system before exercising its rights in accordance with the articles of association and other relevant rules of such investee enterprise.

Article 4 The Company’s external investment activities must comply with relevant national laws, regulations and industrial policies, conform to the Company’s development strategy, help enhance the Company’s competitiveness, facilitate the rational allocation of corporate resources, generate sound economic benefits and promote the sustainable development of the Company.

Article 5 In making external investments, the Company shall strictly observe compliance boundaries and risk limits and shall not engage in any of the following activities:

- (I) investing in industries or sectors which are expressly prohibited or restricted by the State;
- (II) engaging in high-risk speculative investments unrelated to the Company's development strategy or principal business;
- (III) using raised funds, special-purpose subsidies or other funds subject to restrictions on use for external investments in violation of applicable requirements; or
- (IV) other investment activities in violation of the Company's investment control requirements.

CHAPTER 2 APPROVAL AUTHORITY FOR EXTERNAL INVESTMENTS

Article 6 The approval authority for the Company's external investments shall be divided into four levels, namely the shareholders' meeting, the Board of Directors, the chairman of the Board of Directors and the general manager authorized by the chairman of the Board of Directors.

Article 7 After consideration and approval by the Board of Directors of the Company, any external investment which, pursuant to the requirements of the Hong Kong Listing Rules, meets any of the following thresholds shall also be submitted to the shareholders' meeting of the Company for consideration and approval:

- (I) the total assets involved in the relevant transaction amount to 25% or more of the Company's latest disclosed total assets (whether audited or not, adjusted for any dividend proposed in such accounts and any dividend declared after publication of such accounts);
- (II) the profit attributable to the assets involved in the relevant transaction amounts to 25% or more of the Company's latest disclosed and audited profit;
- (III) the revenue attributable to the assets involved in the relevant transaction amounts to 25% or more of the Company's latest disclosed and audited revenue;
- (IV) the relevant consideration amounts to 25% or more of the Company's total market capitalization calculated by reference to the average closing price for the five business days immediately preceding the date of the relevant transaction; or
- (V) the number of shares issued by the Company as consideration amounts to 25% or more of the total number of issued shares of the Company prior to the relevant transaction.

If the Company recorded a net loss in its latest reporting period, gross profit shall be used in place of profit for the calculation under item (II) above.

Other matters which, pursuant to laws, regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, as amended from time to time, are required to be submitted to the shareholders' meeting for consideration and approval shall also be submitted to the shareholders' meeting for approval.

Transactions falling under this Article which take place between the Company and its controlling subsidiaries within the scope of consolidation or between such controlling subsidiaries and which would otherwise require approval by the shareholders' meeting may, except for specific matters expressly required by laws and regulations or stock exchange rules to be submitted to the shareholders' meeting for consideration, be approved by the Board of Directors without being submitted to the shareholders' meeting for approval.

Article 8 Except for external investments which are required to be considered and approved by the shareholders' meeting pursuant to the thresholds set out in Article 7, any external investment which, pursuant to the requirements of the Hong Kong Listing Rules, meets any of the following thresholds shall be submitted to the Board of Directors for consideration:

(I) the total assets involved in the relevant transaction amount to 5% or more of the Company's latest disclosed total assets (whether audited or not, adjusted for any dividend proposed in such accounts and any dividend declared after publication of such accounts);

(II) the profit attributable to the assets involved in the relevant transaction amounts to 5% or more of the Company's latest disclosed and audited profit;

(III) the revenue attributable to the assets involved in the relevant transaction amounts to 5% or more of the Company's latest disclosed and audited revenue;

(IV) the relevant consideration amounts to 5% or more of the Company's total market capitalization calculated by reference to the average closing price for the five business days immediately preceding the date of the relevant transaction; or

(V) the number of shares issued by the Company as consideration amounts to 5% or more of the total number of issued shares of the Company prior to the relevant transaction.

If the Company recorded a net loss in its latest reporting period, gross profit shall be used in place of profit for the calculation under item (II) above.

Other matters which, pursuant to laws, regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, as amended from time to time, are required to be submitted to the Board of Directors for consideration and approval shall also be submitted to the Board of Directors for approval.

Article 9 External investments other than those required to be considered and approved by the shareholders' meeting or the Board of Directors as set out above shall be approved by the chairman of the Board of Directors. The chairman of the Board of Directors may authorize the general manager to grant such approval. Such authorization shall be made in writing and shall specify the scope, term and limit of the authorization.

Article 10 Where the subject matter of a transaction is an equity interest and the acquisition or disposal of such equity interest will result in a change in the scope of consolidation of the Company's consolidated financial statements, all assets, profit and revenue of the target company shall be used as the basis of calculation, and Articles 7 and 8 of this system shall apply.

Where the aforesaid equity transaction does not result in a change in the scope of consolidation of the consolidated financial statements, the aforesaid financial indicators shall be calculated according to the proportion of change in the Company's equity interest in the target company, and Articles 7 and 8 of this system shall apply.

Article 11 Where a wholly-owned subsidiary or controlling subsidiary proposes to make an external investment, it shall first submit the project plan, proposal and relevant materials to the Company. After the Company has completed the decision-making and approval procedures for the external investment, the subsidiary shall, in accordance with the Company's approval opinion, complete its internal decision-making procedures and obtain approval before implementation.

Article 12 A formal investment contract or agreement shall be entered into with the investee in respect of an external investment project. An investment contract or agreement may only be formally executed after it has been approved by the competent corporate body of the Company.

CHAPTER 3 ORGANIZATIONAL AND MANAGEMENT BODIES FOR EXTERNAL INVESTMENTS

Article 13 The shareholders' meeting, the Board of Directors and the chairman of the Board of Directors shall be the decision-making bodies for the Company's external investments and shall make decisions on the Company's external investments within their respective scope of authority. Without authorization, no other department or individual shall have the authority to make decisions on external investments. Where the Company conducts securities investments, entrusted wealth management or derivative investments involving the Hong Kong Listing Rules, the decision-making authority and procedures shall also comply with the provisions of the Hong Kong Listing Rules.

Article 14 Where the Company proposes to make an external investment, the investment management department and the person in charge of investments shall organize the relevant functional departments to conduct preliminary inspections, research and analysis of the proposed investment project and prepare a feasibility study report or project proposal. The person in charge of investments shall convene the relevant departments of the Company to conduct a comprehensive review of the investment project. Upon approval of the review, the project shall be submitted to the chairman of the Board of Directors for review and decision. Where consideration by the Board of Directors or the shareholders' meeting is required, the matter shall, after review by the chairman of the Board of Directors, be submitted to the appropriate decision-making body for consideration in accordance with the Company's corporate governance procedures.

Article 15 The investment management department and the person in charge of investments shall be responsible for the execution and implementation of external investment matters. The investment management department and the person in charge of investments may designate the heads of relevant functional departments to plan, organize and monitor the human, financial and material resources required for the implementation of new projects. Such responsible persons may establish project implementation teams to undertake the specific implementation of external investment projects, and shall report the progress of investments to the general manager and the chairman of the Board of Directors in a timely manner and make recommendations for adjustments, etc.

Article 16 The legal department of the Company shall, according to the needs of the investment project, manage and control the legal risks associated with the Company's external investment activities, including conducting advance assessment of risks relating to investment projects, ensuring compliant operations in the course of implementing investment activities and, as required by the specific project, drafting and reviewing transaction documents and legal instruments.

Article 17 The Finance Department of the Company shall be the department responsible for the day-to-day financial management of external investments. It shall be responsible for reviewing investment budgets and estimates and raising funds; coordinating with relevant departments in handling capital contribution procedures, tax registration, opening of bank accounts and other matters; implementing strict borrowing, approval and payment procedures; supervising and inspecting the implementation of budgets and final accounts; taking the lead, together with intermediary institutions and relevant departments, in evaluating the investment returns of external investment projects; and analyzing the operating performance of subsidiaries and reporting thereon on a regular basis.

Article 18 The secretary of the Board and the Board Office shall be responsible for performing the Company's information disclosure obligations in respect of external investments in accordance with national laws and regulations, the Hong Kong Listing Rules, the Articles of Association and other relevant provisions.

CHAPTER 4 DAY-TO-DAY MANAGEMENT OF EXTERNAL INVESTMENTS

Article 19 Upon completion of a project investment, the investment management department and the person in charge of investments shall promptly conduct a summary and evaluation of the project in light of the actual circumstances and submit a summary and evaluation report to the management of the Company.

The summary and evaluation report shall include the following:

- (I) compliance of the investment decision-making procedures;
- (II) achievement of investment objectives;
- (III) realization of economic benefits;
- (IV) strategic synergies;
- (V) risk control;
- (VI) social benefits and environmental impact; and
- (VII) other matters requiring evaluation.

Article 20 Upon completion of a project investment, depending on the specific form of the project and management and control needs, the person responsible for the relevant external investment matter shall procure the relevant responsible departments to formulate detailed rules for subsequent personnel, financial, operational and other management. The relevant functional departments shall regularly submit reports on matters under their respective management to the management of the Company.

Article 21 The general manager, together with the investment management department and the person in charge of investments, shall be responsible for the subsequent day-to-day management of external investment projects and shall organize the functional departments to carry out post-investment management. The person responsible for the external investment matter shall track the operation of the investment project, promptly understand and verify its operating conditions through irregular visits, on-site inspections and other means, and procure the relevant responsible departments to improve their work.

Article 22 The Board of Directors of the Company shall regularly keep itself informed of the implementation progress and investment returns of investment projects. If circumstances arise such as failure to make investments as planned, failure to achieve the expected returns of a project or investment losses, the Board of Directors of the Company shall conduct a special investigation to ascertain the reasons.

Article 23 In respect of merger and acquisition projects of the Company, the person responsible for the relevant external investment matter shall, upon completion of the project and in light of the actual circumstances, promptly prepare a case study and submit it to the management of the Company, and procure the implementation of rectification measures.

Article 24 Where an investment project encounters a material risk which may result in irreversible material losses, the investment management department and the person in charge of investments shall immediately report to the chairman of the Board of Directors and the Board of Directors. When the Board of Directors is not in session, the chairman of the Board of Directors may, within the scope of authorization granted by the Board of Directors, first take necessary loss-control measures such as suspending subsequent investment disbursements and implementing asset preservation measures. The relevant handling measures shall be promptly submitted to a Board meeting for ratification. Upon completion of the handling of the material risk, the Board of Directors shall conduct a special review of the matter and review and improve the Company's investment risk management and control.

Article 25 The investment management department and the person in charge of investments shall be responsible for procuring the liaison persons of wholly-owned subsidiaries and controlling subsidiaries to submit work reports, notifications of material matters and other reports to the Company, and shall conduct at least one on-site visit each year or hear at least one report every quarter.

Article 26 The Board Office shall assist in guiding the standardized operation of the corporate governance structures of subsidiaries.

Article 27 The Board Office shall be responsible for organizing relevant training for directors and senior management members of subsidiaries.

Article 28 The Company's subsidiaries shall establish internal control systems. The Finance Department and internal audit personnel of the Company shall be responsible for providing necessary training and assistance in the establishment and improvement of the internal control systems of subsidiaries, and shall inspect and supervise the operation and implementation of such internal control systems.

CHAPTER 5 TRANSFER AND RECOVERY OF EXTERNAL INVESTMENTS

Article 29 The Company may recover an external investment upon the occurrence of any of the following circumstances:

(I) the operating term of an investment project (enterprise) expires in accordance with the articles of association of the investment project (enterprise), a concession agreement or other relevant provisions;

(II) the investment project (enterprise) is poorly operated and unable to repay its debts when due and bankruptcy proceedings are implemented in accordance with law;

(III) the project (enterprise) is unable to continue its operations due to force majeure; or

(IV) other circumstances arise or occur under which the investment is to be terminated pursuant to the relevant contract or agreement.

Article 30 The Company may transfer an external investment upon the occurrence of any of the following circumstances:

(I) the development of the investment project has clearly deviated from the Company's principal business strategy, or the actual operating conditions are contrary to the original intention of the investment such that the investment objectives cannot be achieved;

(II) the investment project has incurred consecutive losses with no prospect of reversing such losses and lacks market prospects; or

(III) the Company needs to replenish funds for its own operations.

Article 31 Transfers of investments shall be handled in strict accordance with the relevant provisions of the Company Law and the Articles of Association. The disposal of external investments must comply with the relevant provisions of applicable laws and regulations and the regulatory rules of the place where the Company's shares are listed.

Article 32 The procedures and authority for approving the disposal of external investments shall be the same as those for approving the implementation of external investments as set out in Chapter 2 above. The basis for calculating the financial indicators for the disposal of external investments shall be determined in accordance with Chapter 2 above.

Article 33 The person responsible for the relevant external investment matter and the Finance Department shall properly carry out the valuation of assets in connection with the recovery and transfer of investments so as to prevent any loss of the Company's assets.

CHAPTER 6 PERSONNEL MANAGEMENT OF EXTERNAL INVESTMENTS

Article 34 The Company shall, based on the proportion of equity interests held in an investee enterprise and the provisions of the articles of association of such investee enterprise, appoint or recommend directors and senior management members to the investee enterprise and exercise its rights as an investor in accordance with law.

Article 35 Candidates for designated personnel shall be proposed by the investment management department and the person responsible for the relevant investment matter and, after assessment, shall be approved in accordance with the following authority: (1) the appointment of directors, general managers and persons-in-charge of finance to controlling subsidiaries shall be subject to approval and determination by the Board of Directors or the chairman of the Board of Directors of the Company; and (2) the appointment of directors or other management personnel to companies in which the Company holds an equity interest, cooperative companies or joint venture companies shall be subject to approval and determination by the chairman of the Board of Directors.

Article 36 Designated personnel shall duly perform their duties in accordance with the Company Law, the regulatory rules of the place where the Company's shares are listed, the Articles of Association and the articles of association of the investee enterprise, safeguard the interests of the Company in the course of operation and management, and preserve and enhance the value of the Company's investments. Directors and senior management members appointed by the Company shall promptly obtain information concerning the operations, finances and material matters of the investee enterprise through attendance at Board meetings, management meetings and other means, and shall report to the Company on a regular basis.

Article 37 Designated personnel shall submit an annual duty performance report to the Company within one month after the end of each financial year. The Remuneration Committee of the Board of Directors or the human resources department shall organize annual and term-of-office assessments. The Company shall grant corresponding rewards, impose penalties or make position adjustments based on the assessment results. Any person who fails an assessment shall be replaced promptly.

Article 38 Personnel designated by the Company and employees who have access to information of investee enterprises shall keep strictly confidential any trade secrets, technical secrets and unpublished information obtained in the course of investments, and shall not disclose such information to external parties without authorization or conduct transactions using inside information.

CHAPTER 7 FINANCIAL MANAGEMENT AND AUDIT OF EXTERNAL INVESTMENTS

Article 39 The Finance Department of the Company shall maintain comprehensive and complete financial records of the Company's external investment activities, establish separate detailed ledgers for each investment project and record the relevant information. The accounting methods for external investments shall comply with the requirements of applicable accounting standards and accounting systems.

Article 40 The Finance Department of the Company shall be responsible for the financial management of long-term external investments and shall regularly obtain financial reports and accounting information from investees, including but not limited to financial statements and notes thereto, accounting books and accounting vouchers, analyze their financial position, operating results and cash flows, and safeguard the lawful rights and interests of the Company.

Article 41 The Company shall conduct a comprehensive inspection of its investment projects at the end of each year. The internal audit personnel of the Company or external audit institutions engaged by the Company shall conduct regular or special audits of wholly-owned subsidiaries and controlling subsidiaries.

Article 42 The accounting methods and the accounting policies and accounting estimates adopted in the financial management of the Company's wholly-owned subsidiaries and controlling subsidiaries, and any changes thereto, shall comply with the relevant provisions of the Company's accounting management system.

Article 43 The Company's wholly-owned subsidiaries and controlling subsidiaries shall regularly submit financial accounting statements to the Finance Department of the Company and shall promptly provide relevant accounting information in accordance with the Company's requirements for the preparation of consolidated financial statements and external disclosure of accounting information.

Article 44 The Company shall appoint a person-in-charge of finance to its controlling subsidiaries and may, as appropriate, appoint financial personnel to companies in which the Company holds an equity interest, cooperative companies or joint venture companies. The appointed financial personnel shall possess the appropriate professional accounting qualifications and financial management experience and be familiar with the Company's financial accounting systems. An appointed person-in-charge of finance shall, in respect of his/her professional duties, be subject to the management, supervision and guidance of the Finance Department of the Company. The specific selection procedures and approval authority shall be implemented in accordance with Article 35.

Article 45 All investment assets of the Company shall be regularly inventoried by internal audit personnel, other personnel not involved in the investment business, or qualified third-party institutions engaged by the Company to verify whether such assets are owned by the Company. The inventory records shall be reconciled against the book records to ensure consistency between the accounts and the actual assets. Any discrepancies identified shall be promptly investigated and dealt with.

CHAPTER 8 REPORTING OF MATERIAL MATTERS AND INFORMATION DISCLOSURE

Article 46 The Company shall strictly perform its information disclosure obligations in respect of external investments in accordance with the Company Law, the Hong Kong Listing Rules and other relevant laws, regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and shall ensure the truthfulness, accuracy, completeness, timeliness and fairness of information disclosure.

Article 47 The Company shall have the right to be informed of material matters relating to investee enterprises. Investee enterprises shall ensure that the Company is able to obtain material information relating to its interests in a timely and sufficient manner and shall not conceal, delay or selectively disclose such information.

Article 48 Material information provided by investee enterprises shall be true, accurate and complete and shall be reported to the Company at the earliest opportunity so that the Company may perform its information disclosure obligations in accordance with law. Reports may be made in traceable forms such as written reports, emails and facsimiles. Urgent matters may first be reported orally, followed by supplementary written materials.

Article 49 Wholly-owned subsidiaries and controlling subsidiaries shall promptly report the following material matters to the Finance Department and the secretary of the Board of the Company:

(I) material transactions: acquisitions or disposals of assets or equity interests, external investments, and the entering into, amendment or termination of material contracts (including borrowings, entrusted operations, entrusted wealth management, gifts, contracting and leasing);

(II) material litigation and arbitration: material litigation or arbitration matters or potential material legal disputes;

(III) financial abnormalities: large-value dishonoured cheques, material operating or non-operating losses, or material losses suffered;

(IV) personnel changes: changes in directors or senior management members, or their inability to perform their duties;

(V) connected transactions;

(VI) material administrative penalties, regulatory measures or criminal investigations;

(VII) other matters required by the Board of Directors; and

(VIII) other matters required to be reported under the Hong Kong Listing Rules and the regulatory rules of the place where the Company's shares are listed, or other matters which may have a material impact on the Company's share price.

Article 50 The general manager of a wholly-owned subsidiary or controlling subsidiary, or another senior management member designated by the Board of Directors of such wholly-owned subsidiary or controlling subsidiary, shall be the person responsible for information disclosure and shall be responsible for identifying and reporting material matters of the wholly-owned subsidiary or controlling subsidiary and for day-to-day communication with the secretary of the Board. In respect of a company in which the Company holds an equity interest, the director appointed by the Company or a designated liaison person shall be the person responsible for information disclosure and shall promptly obtain and transmit information concerning material matters. The person responsible for information disclosure shall ensure that his/her contact details (telephone, email and instant messaging) remain accessible, and shall notify the Company in writing five working days in advance of any change thereto.

Article 51 The Board Office shall be the centralized management department responsible for filing reports and information disclosure documents relating to material matters concerning external investments, and the secretary of the Board shall be the person principally responsible therefor. The investment management department (or the person in charge of investments), the legal department and the Finance Department shall, in accordance with their respective division of responsibilities, promptly transfer to the Board Office documents relating to project initiation, due diligence, approval, execution of agreements, payment, post-investment management, announcement and disclosure, regulatory communications and other matters. The retention period for relevant documents shall be no less than ten years. Where the same materials constitute accounting archives or litigation or arbitration materials, or where laws, regulations or regulatory rules require a longer retention period, such requirements shall prevail. Materials relating to unresolved matters, disputes or regulatory investigations shall be retained for no less than ten years after the relevant matter has been concluded. The Company shall archive and retain reports and information disclosure documents relating to material matters concerning external investments for a period of no less than ten years.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 52 Matters not covered by this system shall be governed by the Company Law, the Articles of Association, relevant national laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed. In the event of any conflict between this system and any laws, regulations, departmental rules, regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules), other normative documents or the Articles of Association promulgated after this system takes effect, the provisions of such laws, regulations, departmental rules, regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules), other normative documents or the Articles of Association shall prevail.

Article 53 This system shall be amended and improved by the Board of Directors in a timely manner according to the needs of the Company's development, operation and management and in accordance with national laws and regulations and normative documents promulgated from time to time by the securities regulatory authorities of the place where the Company's shares are listed.

Article 54 References herein to "above" shall include the number itself; references to "below", "less than" or "exceeding" shall exclude the number itself.

Article 55 This system (draft) shall be formulated by the Board of Directors and shall take effect and be implemented upon consideration and approval by the shareholders' meeting of the Company. Any amendments to this system after it takes effect shall be considered and approved by the Board of Directors and need not be submitted to the shareholders' meeting for further consideration.

Article 56 This system shall be subject to the interpretation of the Board of Directors of the Company.

Jiangsu New Vision Automotive Electronics Co., Ltd.
September 2026

NOTICE OF 2026 EXTRAORDINARY GENERAL MEETING



JIANGSU NEW VISION AUTOMOTIVE ELECTRONICS CO., LTD.

江蘇澤景汽車電子股份有限公司

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

(Stock Code: 2632)

NOTICE OF THE 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second extraordinary general meeting (the “EGM”) of Jiangsu New Vision Automotive Electronics Co., Ltd. (the “**Company**”) will be held at 11th Floor, West Shanghai Building, No. 969 Moyu South Road, Jiading District, Shanghai, China on Monday, 28 September 2026 at 10:00 a.m. for the following purposes. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 9 September 2026 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the resolution regarding the abolition of the Supervisory Committee and the amendments to the Articles of Association and its appendices

ORDINARY RESOLUTIONS

2. To consider and approve the resolution regarding the formulation of the Management System for External Investments
3. To consider and approve the resolution regarding the proposal not to recommend the payment of 2026 interim dividend

By order of the Board

Jiangsu New Vision Automotive Electronics Co., Ltd.

Mr. Zhang Tao

Chairman of the Board and Executive Director

Hong Kong, 9 September 2026

NOTICE OF 2026 EXTRAORDINARY GENERAL MEETING

Notes:

1. For further details of the resolutions, please refer to the Circular of the Company dated 9 September 2026. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zjautomotive.com) after the EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) signed by the authorised person or notarially certified power of attorney, must be completed and returned to the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares), or the Company's headquarters and principal place of business in the PRC, at Building 1, Automobile Electronics Industry Park, 3 Tianyue Road, Automobile Industry Park, Yizheng, Yangzhou, Jiangsu Province, PRC (for holders of Domestic Unlisted Shares), at least 24 hours before the EGM (i.e. before 10:00 a.m. on Sunday, 27 September 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. The register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the EGM. Shareholders whose names appear on the register of members of the Company on Monday, 28 September 2026 will be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by relevant share certificates and transfer forms must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Tuesday, 22 September 2026.
5. In case of joint Shareholders, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If the attending Shareholder is a corporation, its legal representative or person authorized by the board or other decision-making authority shall present a copy of the relevant resolution of the board or other decision-making authority appointing such person to attend the EGM.
8. References to dates and times in this notice are to Hong Kong dates and times.
9. The EGM is expected to be held for no more than half a day.
10. The contact details of the Company:

Address: Building 1, Automobile Electronics Industry Park, 3 Tianyue Road, Automobile Industry Park, Yizheng, Yangzhou, Jiangsu Province, PRC

Email: ir@zjautomotive.com

As at the date of this notice, the Board of the Company comprises: (i) Mr. Zhang Tao, Mr. Zhang Bo and Mr. Fan Xin as executive Directors; (ii) Mr. Hu Bin, Mr. You Tianyu and Ms. Zheng Shiyong as non-executive Directors; and (iii) Ms. Young Meng Ying, Ms. Sun Hui and Prof. Bai Jian as independent non-executive Directors.