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

If you have sold or transferred all your shares in FS.COM Limited, 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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FS.COM Limited

深圳市飛速創新技術股份有限公司

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

(Stock code: 3355)

- (1) CHANGE OF REGISTERED OFFICE**
- (2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (3) AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE SYSTEM**
- (4) ELECTION OF EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**
- (5) ELECTION OF NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**
- (6) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS**
- (7) ADJUSTMENT TO THE ALLOWANCE RATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS**
- (8) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE AND**
- (9) NOTICE OF EXTRAORDINARY GENERAL MEETING**

FS.COM Limited will convene the extraordinary general meeting of the Company at 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, October 16, 2026 at 11:00 a.m. The notice of the EGM of the Company is set out on pages EGM-1 to EGM-4 of this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM 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 EGM (i.e. not later than 11:00 a.m. on Thursday, October 15, 2026 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

Non-registered Shareholders whose H Shares are held in the CCASS through banks, brokers, custodians or HKSCC may also be able to vote and attend the EGM. In this regard, they shall consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

This circular together with the form of proxy is also published on the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fs.com).

September 30, 2026

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DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of the Company
“Board” or “Board of Directors”	the board of directors of our Company
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“Chinese Mainland” or “domestic”	for the purpose of this circular, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	FS.COM Limited (深圳市飛速創新技術股份有限公司), a limited liability company established under the laws of PRC on April 9, 2009 under the name of Shenzhen Yuxuan Network Technology Co., Ltd. (深圳市宇軒網絡技術有限公司) and converted into a joint stock limited company on October 21, 2020 under its current name, with its H Shares listed on the Main Board of the Hong Kong Stock Exchange (stock code: 3355)
“Director(s)”	director(s) of our Company
“EGM”	the extraordinary general meeting of the Company to be held at 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, October 16, 2026 at 11:00 a.m., to consider and, if thought fit, approve the resolutions contained in the notice of the Extraordinary General Meeting set out on pages EGM-1 to EGM-4 of this circular, or any adjournment thereof
“Group” or “we”	our Company and our subsidiaries
“H Share Registrar”	Tricor Investor Services Limited
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and listed on the Hong Kong Stock Exchange

DEFINITIONS

“HK\$” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-executive Director System”	the Independent (Non-executive) Director System of FS.COM Limited (《深圳市飛速創新技術股份有限公司獨立(非執行)董事制度》)
“Latest Practicable Date”	September 28, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing”	listing of the H Shares on the Main Board of the Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings of FS.COM Limited (《深圳市飛速創新技術股份有限公司股東會議事規則》)
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of FS.COM Limited (《深圳市飛速創新技術股份有限公司董事會議事規則》)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under section 15 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisory Committee”	the supervisory committee of our Company
“%”	per cent

LETTER FROM THE BOARD



FS.COM Limited

深圳市飛速創新技術股份有限公司

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

(Stock code: 3355)

Executive Directors:

Mr. Xiang Wei (*Chairman and
general manager*)

Mr. Zeng Di

Non-executive Directors:

Mr. Peng Chao

Mr. Zhao Pan

Independent Non-executive Directors:

Mr. Ran Long

Dr. Guo Fei

Ms. Wang Jing

Registered Office:

1903-1904, Block C

China Resources Land Building

Da Chong Community, Yuehai Street

Nanshan District

Shenzhen, Guangdong Province

PRC

***Head Office and Principal Place of
Business in the PRC:***

1903-1904, Block C

China Resources Land Building

Da Chong Community, Yuehai Street

Nanshan District

Shenzhen, Guangdong Province

PRC

***Principal Place of Business in
Hong Kong:***

Room 1910, 19/F, Lee Garden One

33 Hysan Avenue, Causeway Bay

Hong Kong

September 30, 2026

To the Shareholders

Dear Sir/Madam,

(1) CHANGE OF REGISTERED OFFICE

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(3) AMENDMENTS TO THE INTERNAL CORPORATE GOVERNANCE SYSTEM

**(4) ELECTION OF EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE
BOARD OF DIRECTORS**

**(5) ELECTION OF NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF
THE BOARD OF DIRECTORS**

**(6) ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD
SESSION OF THE BOARD OF DIRECTORS**

**(7) ADJUSTMENT TO THE ALLOWANCE RATES FOR INDEPENDENT
NON-EXECUTIVE DIRECTORS**

**(8) ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE
THIRD SESSION OF THE SUPERVISORY COMMITTEE**

AND

(9) NOTICE OF EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The Company will convene the Extraordinary General Meeting at 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, October 16, 2026 at 11:00 a.m., notice of which is set out on pages EGM-1 to EGM-4 of this circular.

The purpose of this circular is, among other things, to provide you with information on the notices of the Extraordinary General Meeting and certain resolutions to be considered at the Extraordinary General Meeting, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the Extraordinary General Meeting.

II. MATTERS TO BE RESOLVED AT THE EGM

At the EGM, the following special resolutions will be proposed by the Company to consider and approve:

- (1) Change of Registered Office; and
- (2) Amendments to the Articles of Association.

At the EGM, the following ordinary resolutions will be proposed by the Company to consider and approve:

- (3) Amendments to the internal corporate governance system of the Company:
 - 3.1 Amendments to the Independent Non-executive Director System
 - 3.2 Amendments to the Rules of Procedure for General Meetings
 - 3.3 Amendments to the Rules of Procedure for the Board of Directors
- (4) Election of executive directors of the third session of the Board of Directors;
- (5) Election of non-executive directors of the third session of the Board of Directors;
- (6) Election of independent non-executive directors of the third session of the Board of Directors;
- (7) Adjustment to the allowance rates for independent non-executive directors; and
- (8) Election of candidates for non-employee representative supervisors of the third session of the Supervisory Committee.

Details of the matters to be resolved at the EGM are set out in the notice of the EGM on pages EGM-1 to EGM-4 of this circular. In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make informed decisions with sufficient and necessary information, detailed information thereon is set out in this circular and the accompanying appendices.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

1. Change of Registered Office

According to the business arrangements of the Company, the headquarters of the Company has relocated to 2805-2808, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, and the Company intends to change its registered office, details of which are as follows:

Before change: 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen

After change: 2805-2808, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen

The registered office after this change shall be subject to the content ultimately approved by the market supervision and administration department. The Board has proposed that the Shareholders at the EGM authorize the Chairman of the Board or his authorized person(s) to handle the relevant industrial and commercial registration and filing matters.

This resolution was considered and approved at the Board meeting held on September 28, 2026, and is now submitted to the EGM as a special resolution for consideration.

The proposed change of registered office is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the proposed change of registered office; and
- (ii) the Company applying to the relevant administrative authorities for registration of changes in respect of industrial and commercial administration, taxation and other relevant matters, and obtaining approval for such registration.

Upon satisfaction of the above conditions, the Company will carry out the necessary filing procedures with the Hong Kong Companies Registry.

LETTER FROM THE BOARD

2. Amendments to the Articles of Association

In order to adapt to the business development needs of the Company, further enhance the operational efficiency and sound decision-making capability of the Board of Directors and the General Meetings of the Company, and actively participate in the implementation of the uncertificated securities market regime, in accordance with the relevant provisions of laws, regulations and regulatory documents such as the Company Law, the Guidelines for the Articles of Association of Listed Companies and the Listing Rules, and taking into account the actual circumstances of this change of registered office, corresponding amendments are made to the relevant articles in the Articles of Association. Details of the amendments are set out in Appendix I to this circular.

The Company's legal advisers have respectively confirmed that the proposed amendments to the Articles of Association comply with the Listing Rules and the relevant PRC laws and regulations. The Company also confirms that the proposed amendments to the Articles of Association are not unusual for a company listed in Hong Kong.

This resolution was considered and approved at the Board meeting held on September 28, 2026, and is now submitted to the EGM as a special resolution for consideration. The proposed amendments are subject to the approval by the Shareholders by way of a special resolution at the EGM.

ORDINARY RESOLUTIONS

3. Amendments to the Internal Corporate Governance System

3.1 Amendments to the Independent Non-executive Director System

3.2 Amendments to the Rules of Procedure for General Meetings

3.3 Amendments to the Rules of Procedure for the Board of Directors

In order to further enhance the standard of the Company's operations and improve its corporate governance structure, and in accordance with the provisions of relevant laws, regulations and normative documents, including the Company Law and the Listing Rules, and taking into account the Company's actual circumstances and the amendments to its Articles of Association, the Company proposes to amend the Independent Non-executive Director System, the Rules of Procedure for General Meetings and the Rules of Procedure for the Board of Directors. The main amendments to the Independent Non-executive Director System, the Rules of Procedure for General Meetings and the Rules of Procedure for the Board of Directors are set out in Appendix II to IV to this circular, respectively.

These resolutions were considered and approved by the Board at a Board meeting held on September 28, 2026 and are now submitted to the EGM for consideration as ordinary resolutions.

LETTER FROM THE BOARD

4. Election of Executive Directors of the Third Session of the Board of Directors

As the term of office of the second session of the Board and the terms of office of the Directors of the Company are due to expire, and following consideration and approval by the 24th meeting of the second session of the Board of the Company, the Board will propose an ordinary resolution at the EGM to be voted on by way of cumulative voting, proposing the nomination of Mr. Xiang Wei and Mr. Zeng Di as candidates for executive Directors of the third session of the Board of the Company. All of the above candidates for executive Directors of the third session of the Board are executive Directors of the second session of the Board. The biographical details of the candidates are set out in Appendix V to this Circular.

The resolution was considered and approved by the Board at a Board meeting held on September 28, 2026 and is now submitted to the EGM for consideration as an ordinary resolution.

5. Election of Non-executive Directors of the Third Session of the Board of Directors

As the term of office of the second session of the Board and the terms of office of the Directors of the Company are due to expire, and following consideration and approval by the 24th meeting of the second session of the Board of the Company, the Board will propose an ordinary resolution at the EGM to be voted on by way of cumulative voting, proposing the nomination of Mr. Zhao Pan and Mr. Peng Chao as candidates for non-executive Directors of the third session of the Board of the Company. All of the above candidates for non-executive Directors of the third session of the Board are non-executive Directors of the second session of the Board. The biographical details of the candidates are set out in Appendix VI to this Circular.

The resolution was considered and approved by the Board at a Board meeting held on September 28, 2026 and is now submitted to the EGM for consideration as an ordinary resolution.

6. Election of Independent Non-executive Directors of the Third Session of the Board of Directors

As the term of office of the second session of the Board and the terms of office of the Directors of the Company are due to expire, and following consideration and approval by the 24th meeting of the second session of the Board of the Company, the Board will propose an ordinary resolution at the EGM to be voted on by way of cumulative voting, proposing the nomination of Mr. Guo Fei, Mr. Ran Long and Ms. Wang Jing as candidates for independent non-executive Directors of the third session of the Board of the Company. All of the above candidates for independent non-executive Directors of the third session of the Board are independent non-executive Directors of the second session of the Board. The biographical details of the candidates are set out in Appendix VII to this Circular.

LETTER FROM THE BOARD

Mr. Guo Fei, Mr. Ran Long and Ms. Wang Jing have each confirmed (i) their independence in respect of each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) they do not have any financial or other interests in the business of the Company or any of its subsidiaries, whether past or present, and have no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect their respective independence upon their appointment as independent non-executive Directors.

The term of office of the independent non-executive Directors of the third session of the Board shall be three years commencing from the date of approval by the EGM. The executive Directors, non-executive Directors and independent non-executive Directors elected at the EGM shall together constitute the third session of the Board of the Company.

The resolution was considered and approved by the Board at a Board meeting held on September 28, 2026 and is now submitted to the EGM for consideration as an ordinary resolution.

7. Adjustment to the Allowance Rates for Independent Non-executive Directors

In order to further leverage the professional guidance role of the independent non-executive Directors in the development of the Company and to facilitate the better performance of their duties, in accordance with the Measures for the Administration of Independent Directors of Listed Companies, the Articles of Association and other relevant provisions, and with reference to the remuneration levels of listed companies in the same region and relevant industries, and taking into account the important role played by the independent non-executive Directors in the standardized operation of the Company, the Company proposes to adjust the allowance rates for the independent non-executive Directors from RMB120,000 per annum (tax inclusive) to RMB180,000 per annum (tax inclusive), and the allowance shall be paid periodically after the relevant taxes and fees are withheld and paid. The adjusted allowance rates for the independent non-executive Directors shall take effect from the date of approval by the EGM.

The resolution was considered and approved by the Board at a Board meeting held on September 28, 2026 and is now submitted to the EGM for consideration as an ordinary resolution.

8. Election of Non-employee Representative Supervisors of the Third Session of the Supervisory Committee

As the term of office of the Supervisors of the second session of the Supervisory Committee of the Company is due to expire, and following consideration and approval by the 16th meeting of the second session of the Supervisory Committee of the Company, the Supervisory Committee will propose an ordinary resolution at the EGM to be voted on by way of cumulative voting, proposing the nomination of Ms. Duan Ting and Ms. Zhu Yue as candidates for non-employee representative Supervisors of the third session of the Supervisory Committee of the Company. All of the above candidates for non-employee representative Supervisors of the third session of the Supervisory Committee are non-employee representative Supervisors of the second session of the Supervisory Committee.

LETTER FROM THE BOARD

The biographical details of Ms. Duan Ting and Ms. Zhu Yue are set out below:

Ms. Duan Ting, born in 1986, holds a bachelor's degree. From April 2009 to March 2021, she served successively as a sales order coordinator, sales representative, senior sales representative, sales engineer, key account sales engineer and sales manager at Shenzhen Yuxuan Network Technology Co., Ltd. (深圳市宇軒網絡技術有限公司). Since October 2020, she has been the chairman of the Supervisory Committee of FS.COM Limited. From March 2021 to March 2022, she served as a senior sales engineer at FS.COM Limited. Since April 2022, she has been a sales supervisor at FS.COM Limited.

Ms. Zhu Yue, born in 1988, holds a bachelor's degree. From April 2010 to December 2020, she served successively as a sales manager and internal control manager at Shenzhen Yuxuan Network Technology Co., Ltd. (深圳市宇軒網絡技術有限公司). Since October 2018, she has been a Supervisor of Wuhan FS.COM Technology Co., Ltd. (武漢宇軒飛速通信技術有限公司). Since October 2020, she has been a Supervisor of FS.COM Limited. Since December 2020, she has been the government affairs manager of FS.COM Limited.

Save as disclosed in this Circular, as at the Latest Practicable Date, neither Ms. Duan Ting nor Ms. Zhu Yue has any relationship with any Director, member of senior management, substantial shareholder or controlling shareholder of the Company, nor does either of them hold any other position in the Company or any of its subsidiaries, or has either of them held any directorship in any other listed company in the past three years.

As at the Latest Practicable Date, neither Ms. Duan Ting nor Ms. Zhu Yue has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Upon approval by the Shareholders of the proposed appointment of Ms. Duan Ting and Ms. Zhu Yue as Supervisors, the Company will enter into service contracts with each of them, and their term of office as Supervisors of the third session of the Supervisory Committee shall be three years commencing from the date of approval by the EGM. Pursuant to the Articles of Association, they may be re-elected upon expiry of their terms of office. Ms. Duan Ting and Ms. Zhu Yue will not receive any supervisor's fee in their capacity as non-employee representative supervisors.

Save as disclosed in this Circular, the Company is not aware of any other matters relating to the appointment of Ms. Duan Ting and Ms. Zhu Yue as Supervisors that need to be brought to the attention of the Shareholders or any information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The employees' representative congress of the Company has democratically elected Mr. Zhang Denghui as the employee representative Supervisor of the Company. The non-employee representative Supervisors elected at the EGM will, together with the employee representative Supervisors, constitute the third session of the Supervisory Committee of the Company.

LETTER FROM THE BOARD

The resolution was considered and approved by the Supervisory Committee at its meeting held on September 28, 2026, and is now submitted to the EGM for consideration as an ordinary resolution.

III. CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders entitled to attend the EGM, the Company will close registration for transfer of shares from Tuesday, October 13, 2026 to Friday, October 16, 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order for holders of H Shares of the Company to be eligible to attend and vote at the EGM, all share transfer documents together with the relevant share certificates must be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, October 12, 2026. Shareholders whose names appear on the register of members of the Company on Friday, October 16, 2026 shall be entitled to attend and vote at the EGM.

IV. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The EGM of the Company will be held at 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Friday, October 16, 2026 at 11:00 a.m. The notice of the EGM is set out on pages EGM-1 to EGM-4 of this circular.

The proxy form for use at the EGM is enclosed with this circular and is available on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.fs.com). Shareholders who intend to appoint a proxy to attend the EGM shall complete the proxy form and return it to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the scheduled time of the EGM or any adjourned meeting (as the case may be) (i.e., not later than 11:00 a.m. on Thursday, October 15, 2026 (Hong Kong time)). Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting should Shareholders so wish at that time.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, save where the chairman of the EGM decides, in good faith, to allow a resolution which is purely procedural or administrative in nature to be voted on by a show of hands, any vote of the Shareholders at the EGM must be taken by poll.

Pursuant to the Articles of Association, where the General Meeting elects two or more independent Directors, cumulative voting shall be adopted.

LETTER FROM THE BOARD

Cumulative voting means that, when the General Meeting elects Directors or Supervisors, each share shall carry the same number of votes as the number of Directors or Supervisors to be elected, and the votes held by a Shareholder may be cast in aggregate. The specific operating procedures are as follows:

- (1) the total number of votes that each Shareholder present may validly exercise in the election of Directors or Supervisors shall be equal to the number of voting shares held by such Shareholder multiplied by the number of Directors or Supervisors to be elected;
- (2) each Shareholder may cast all the votes attached to the shares held by him/her for a single candidate Director or Supervisor, or may distribute such votes among any number of candidate Directors or Supervisors;
- (3) the number of votes cast by each Shareholder for a single candidate Director or Supervisor may be greater or less than the number of voting shares held by such Shareholder, and need not be an integral multiple of such number of shares, provided that the aggregate number of votes cast by such Shareholder for all candidate Directors or Supervisors shall not exceed the total number of valid votes held by him/her.

Upon completion of the poll, based on the number of votes obtained by each candidate and subject to the number of Directors or Supervisors to be elected, the elected Directors or Supervisors shall be determined from among the candidates receiving votes in descending order of the number of votes obtained.

As far as the Directors are aware, having made all reasonable enquiries, and to the best of their knowledge, information and belief, no Shareholder has a material interest in any resolution to be proposed at the EGM and is required to abstain from voting on the relevant resolution at the EGM.

VI. RECOMMENDATION

The Directors consider that all resolutions set out in the notice of the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the EGM.

By order of the Board
FS.COM Limited
Xiang Wei
Chairman and Executive Director

Article	Original Articles	Amended Articles
Article 1	To safeguard the legitimate rights and interests of FS.COM Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the structure and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), 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 provisions.	To safeguard the legitimate rights and interests of FS.COM Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulate the structure and activities of the Company, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS of the Laws of Hong Kong) (hereinafter referred to as the “Uncertificated Securities Market Rules”) and other relevant provisions.
Article 6	Domicile of the Company: 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen.	Domicile of the Company: 2805-2808, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen.

Article	Original Articles	Amended Articles
Article 16	The shares of the Company shall take the form of share certificates. The share certificates of the Company shall contain, in addition to the particulars as required by the Company Law, other items as required by the stock exchange where the Company's shares are listed.	The shares of the Company shall be in the form of registered shares, and may take the form of share certificates, uncertificated form or other forms permitted by the laws, regulations, securities regulatory rules and rules of the stock exchange of the place where the Company's shares are listed. The share certificates of the Company shall contain, in addition to the particulars as required by the Company Law, other items as required by the stock exchange where the Company's shares are listed. After the overseas listed shares of the Company become participating securities under the Hong Kong Uncertificated Securities Market Regime, to the extent permitted or required by the applicable laws, regulations, the Hong Kong Listing Rules, the Uncertificated Securities Market Rules and other relevant regulatory rules of the place where the Company's shares are listed, such shares may be held, evidenced and transferred in uncertificated form, and the legal title thereof may be evidenced and transferred through an uncertificated securities registration and transfer system operated in Hong Kong by the approved securities registrar of the Company. From the date on which such overseas listed shares become participating securities, unless otherwise provided by the applicable laws, regulations, relevant regulatory rules of the place where the Company's shares are listed, or exemptions granted by the regulatory authorities, the Company shall not issue new share certificates, certificates or other title instruments in respect of such shares; provided, however, that any share certificates, certificates or other title instruments which have been validly issued and not yet cancelled prior to such shares becoming participating securities shall remain valid until they are cancelled or dematerialized in accordance with the law.

Article	Original Articles	Amended Articles
Article 19	For the shares issued by the Company, domestic shares shall be registered and deposited centrally with the domestic securities registration and settlement institution, and matters such as the registration and settlement arrangements for overseas listed shares shall be subject to the applicable regulations of the place where the Company's shares are listed.	For the shares issued by the Company, domestic shares shall be registered and deposited centrally with the domestic securities registration and settlement institution; the registration, depository, settlement, transfer and the keeping and maintenance of the register of holders in respect of overseas listed shares shall be subject to the laws and regulations of the place where the Company's shares are listed, the Hong Kong Listing Rules, the Uncertificated Securities Market Rules and the relevant securities regulatory rules of the place where the Company's shares are listed. The Company shall, in accordance with applicable rules, appoint and continuously maintain an approved securities registrar to keep and maintain a Hong Kong register of holders for the Company's overseas listed shares in Hong Kong, and provide and operate an uncertificated securities registration and transfer system after the overseas listed shares of the Company become participating securities.

Article	Original Articles	Amended Articles
Article 23	The Company may increase its registered capital by the following methods in light of the needs of its operation and development, in compliance with laws and regulations, and upon resolutions passed at the general meeting: (1) issuance of shares to non-specific investors; (2) issuance of shares to specific investors; (3) distribution of bonus shares to existing shareholders; (4) conversion of common reserve fund into share capital; (5) other methods stipulated by laws, administrative regulations, and approved by the CSRC, the securities regulatory authorities of the place where the Company's shares are listed and other relevant regulatory authorities.	The Company may increase its registered capital by the following methods in light of the needs of its operation and development, in compliance with laws and regulations, and upon resolutions passed at the general meeting: (1) issuance of shares to non-specific investors; (2) issuance of shares to specific investors; (3) distribution of bonus shares to existing shareholders; (4) conversion of common reserve fund into share capital; (5) other methods stipulated by laws, administrative regulations, and approved by the CSRC, the securities regulatory authorities of the place where the Company's shares are listed and other relevant regulatory authorities. (6) After the overseas listed shares of the Company become participating securities, any overseas listed shares issued or allotted by the Company as a result of an issue, allotment, distribution of bonus shares, conversion of capital reserve into share capital, rights issue, open offer, scrip dividend or other corporate actions, shall be issued and registered in uncertificated form in accordance with the Hong Kong Listing Rules, the Uncertificated Securities Market Rules and other applicable regulatory rules of the place where the Company's shares are listed; unless otherwise stipulated by applicable laws and regulations, relevant regulatory rules of the place where the Company's shares are listed, or exemptions granted by the regulatory authorities, the Company shall not issue any new share certificates, certificates or other title instruments in respect of such shares.

Article	Original Articles	Amended Articles
Article 28	The Company's shares shall be transferred in accordance with the law. However, if it is otherwise agreed between the shareholders of the Company, such agreement shall prevail.	The Company's shares shall be transferred in accordance with the law. However, if it is otherwise agreed between the shareholders of the Company, such agreement shall prevail. In respect of the overseas listed shares of the Company, if the relevant shares are held in certificated form, the transfer thereof shall be effected by a written instrument of transfer or in such other manner as recognized by the board of directors, in accordance with the applicable laws and regulations of the place where the Company's shares are listed, the Hong Kong Listing Rules and other relevant regulatory rules of the place where the Company's shares are listed. If the relevant shares are held in uncertificated form, the transfer, transmission and relevant registration thereof shall be effected through an uncertificated securities registration and transfer system, by authenticated message, specified request or other recognized electronic means, in accordance with the Uncertificated Securities Market Rules, the operating rules of the approved securities registrar and other applicable rules, without the need to separately submit any physical instrument of transfer, share certificate, certificate or other title instruments.

Article	Original Articles	Amended Articles
Article 31	Where the Company's directors, supervisors, senior management members and shareholders who hold more than 5% of the Company's shares sell the shares of the Company or other securities with the nature of equity held by them within six months after having bought such stocks, or buy such stocks within six months after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company. However, securities companies that hold more than 5% of the Company's shares due to stand-by underwriting, and those under any other circumstances prescribed by the regulatory rules of the place where the Company's share are listed or the CSRC, shall be excluded.	Delete

Article	Original Articles	Amended Articles
	For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by directors, supervisors, senior management members and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others. Where the board of directors of the Company refuses to comply with the provisions of the first paragraph of this article, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors of the Company fails to observe the provisions within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people's court for the benefits of the Company. Where the board of directors of the Company refuses to comply with the provisions of the first paragraph of this article, the responsible directors shall bear joint and several liabilities according to law.	

Article	Original Articles	Amended Articles
Article 32	The Company shall establish a register of shareholders in accordance with the certificates provided by the securities registration and settlement institution and made the same available at the Company. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. Shareholders enjoy rights and assume obligations according to the types of shares they hold. Shareholders holding the same kind of shares shall enjoy the same rights and undertake the same obligations. The Company shall establish a register of shareholders to record the following matters, or conduct shareholder registration in accordance with laws, administrative regulations, departmental rules and the requirements of the Hong Kong Listing Rules: (1) The name, address, occupation or nature of each shareholder; (2) The class and number of shares held by each shareholder; (3) The amounts paid or payable for the shares held by each shareholder; (4) The serial number of the shares held by each shareholder;	The Company shall establish a register of shareholders and carry out shareholder registration based on the evidentiary documents, share certificates and/or uncertificated records provided by the securities registration and settlement institution and approved securities registrar, and in accordance with the provisions of laws, regulations, normative documents, the Hong Kong Listing Rules, the Uncertificated Securities Market Rules, and other applicable requirements. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. In the event of any change to the information recorded in the register of shareholders, the Company shall update the same in a timely manner.

Article	Original Articles	Amended Articles
	(5) The date on which each shareholder is registered as a shareholder; (6) The date on which each shareholder ceases to be a shareholder. Subject to these Articles of Association and other applicable requirements, once the shares of the Company are transferred, the name of the transferee shall be entered in the register of shareholders as the holder of such shares. The Company shall keep a complete register of shareholders. The register of shareholders includes the following parts: (1) The register of shareholders, except as provided in subparagraphs (2) and (3) of this paragraph, kept at the domicile of the Company; (2) The register of shareholders of the Company's overseas listed shares (i.e., register of H Shareholders) kept in the place of the stock exchange where the overseas listing is located; (3) The register of shareholders to be kept in other places as determined by the Board for the listing of the Company's shares.	

Article	Original Articles	Amended Articles
	The parts of the register of shareholders should not overlap with each other. A transfer of shares registered in one part of the register of shareholders may not be registered in any other part of the register of shareholders for the duration of the registration of such shares. Alterations or rectification of any part of the register of shareholders shall be effected in accordance with the laws of the place where the part of the register of shareholders is kept. The Company shall enter into a share custody agreement with the share registrar and regularly verify information regarding substantial shareholders and changes in their shareholdings (including share pledges) in order to monitor the shareholding structure of the Company.	

Article	Original Articles	Amended Articles
New Article	/	Where the share certificates, certificates or other title instruments of overseas listed shares held in certificated form are lost, defaced, damaged or destroyed, such matters shall be dealt with in accordance with the laws of the place where the original register of holders in Hong Kong is maintained, the Hong Kong Listing Rules, the Uncertificated Securities Market Rules and other applicable rules. From the date on which the relevant overseas listed shares become participating securities, the Company shall not issue new share certificates, certificates or other title instruments as replacements, provided that the shares represented by the relevant title instruments may be dematerialized in accordance with the applicable rules.
New Article	/	The Company may, in accordance with the Uncertificated Securities Market Rules, the operating rules of the approved securities registrar and other applicable rules, dematerialize the relevant overseas listed shares at the request of the registered holders of the overseas listed shares or on the Company's own initiative.

Article	Original Articles	Amended Articles
Article 33	When the Company convenes a general meeting, distributes dividends, conducts liquidation, or carries out any other matters that require the confirmation of shareholder identity, the Board or the convener of the general meeting shall determine the record date. Shareholders whose names appear on the register of shareholders on the record date shall be entitled to the relevant rights and interests. Where relevant laws and regulations and the Hong Kong Listing Rules provide for the period of closure of the share register before the base day for the holding of a general meeting or the Company's decision to distribute dividends, such provisions shall prevail. However, the period of the aforesaid closure of the share register shall not exceed 30 days in total within one year, but may be extended for not more than another 30 days after consideration and approval at the shareholders' general meeting. If the Company receives an application for inspection of the register of shareholders during the period of closure of the share register, it shall, at the request of the applicant, present to the applicant a certified document signed by the secretary of the Company stating the authority approving the closure of the share register and the duration of such closure.	When the Company convenes a general meeting, distributes dividends, conducts liquidation, or carries out any other matters that require the confirmation of shareholder identity, the Board or the convener of the general meeting shall determine the record date. Shareholders whose names appear on the register of shareholders on the record date shall be entitled to the relevant rights and interests. Where relevant laws and regulations and the Hong Kong Listing Rules provide for the period of closure of the share register before the base day for the holding of a general meeting or the Company's decision to distribute dividends, such provisions shall prevail. However, the period of the aforesaid closure of the share register shall not exceed 30 days in total within one year, but may be extended for not more than another 30 days after consideration and approval at the shareholders' general meeting. If the Company receives an application for inspection of the register of shareholders during the period of closure of the share register, it shall, at the request of the applicant, present to the applicant a certified document signed by the secretary of the Company stating the authority approving the closure of the share register and the duration of such closure. If the overseas listed shares of the Company have become participating securities, the closure of the Hong Kong register of holders or suspension of registration of transfers shall also comply with the Uncertificated Securities Market Rules and other applicable rules; unless otherwise permitted by the applicable rules, each closure shall not exceed two consecutive business days, or any longer period during which trading of such overseas listed shares is suspended on The Stock Exchange of Hong Kong Limited.

Article	Original Articles	Amended Articles
Article 34	The Shareholders of the Company shall be entitled to below rights: (1) To speak and vote at the general meeting, except where a shareholder is, under the Hong Kong Listing Rules, required to abstain from voting for a specific matter; (2) To receive dividends and other forms of profit distributions in proportion to their shareholding; (3) To request to hold, convene, preside over, attend, or appoint a proxy to attend general meetings, and exercise corresponding rights of speech and voting at such meetings in accordance with laws, except where a shareholder is, under the Hong Kong Listing Rules, required to abstain from voting for a specific matter; (4) To supervise the operations of the Company and to make suggestions or inquiries; (5) To transfer, donate, or pledge their shares in accordance with laws, administrative regulations, and the Articles of Association; (6) To inspect and copy the Articles of Association, register of members, minutes of general meetings, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, and financial and accounting reports;	The Shareholders of the Company shall be entitled to below rights: (1) To speak and vote at the general meeting, except where a shareholder is, under the Hong Kong Listing Rules, required to abstain from voting for a specific matter; (2) To receive dividends and other forms of profit distributions in proportion to their shareholding; (3) To request to hold, convene, preside over, attend in person or by electronic means, or appoint a proxy to attend general meetings, and exercise corresponding rights of speech and voting at such meetings in accordance with laws, except where a shareholder is, under the Hong Kong Listing Rules, required to abstain from voting for a specific matter; (4) To supervise the operations of the Company and to make suggestions or inquiries; (5) To transfer, donate, or pledge their shares in accordance with laws, administrative regulations, and the Articles of Association; (6) To inspect and copy the Articles of Association, register of members, minutes of general meetings, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, and financial and accounting reports;

Article	Original Articles	Amended Articles
	(7) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; (8) Shareholders who hold dissent to the resolution on merger or division of the Company passed by the shareholders' general meeting, request the Company to purchase their shares; (9) Other rights conferred by laws, administrative regulations, departmental rules, or the Articles of Association.	(7) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the surplus assets of the Company according to the number of shares held; (8) Shareholders who hold dissent to the resolution on merger or division of the Company passed by the shareholders' general meeting, request the Company to purchase their shares; other rights conferred by laws, administrative regulations, departmental rules, or the Articles of Association.
Article 41	If any shareholder holding more than 5% of the Company's voting shares has pledged such shares, that shareholder shall submit a written report to the Company on the date the pledge occurs.	Delete

Article	Original Articles	Amended Articles
Article 44	The general meeting of the Company consists of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law: (1) To elect and replace non-employee representative directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors; (2) To consider and approve the reports of the Board; (3) To consider and approve the report of the Supervisory Committee; (4) To consider and approve the Company's profit distribution plans and loss recovery plans; (5) To resolve on the increase or reduction of the registered capital of the Company; (6) To resolve on the Company's issue of corporate bonds; (7) To resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company; (8) Amendments to the Articles of Association;	The general meeting of the Company consists of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law: (1) To elect and replace non-employee representative directors and supervisors and to decide on matters relating to the remuneration of directors and supervisors; (2) To consider and approve the reports of the Board; (3) To consider and approve the report of the Supervisory Committee; (4) To consider and approve the Company's profit distribution plans and loss recovery plans; (5) To resolve on the increase or reduction of the registered capital of the Company; (6) To resolve on the Company's issue of corporate bonds; (7) To resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company; (8) Amendments to the Articles of Association;

Article	Original Articles	Amended Articles
	(9) To resolve on the appointment, dismissal or discontinuance of the accounting firm engaged in the audit work of the Company and to decide on matters relating to its remuneration; (10) To consider and approve matters that shall be considered by the general meeting as stipulated in Article 45 to 48 of the Articles of Association; (11) To consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company; (12) To consider and approve the change in use of proceeds; (13) To consider share incentive schemes and employee share ownership schemes; (14) To consider the proposals submitted by shareholders who individually or jointly hold 1% or more of the Company's voting shares; (15) To consider other matters that shall be resolved by the general meeting as stipulated by the laws, administrative regulations, departmental rules, the Articles of Association or the rules of procedure of the general meeting.	(9) To resolve on the appointment, dismissal or discontinuance of the accounting firm engaged in the audit work of the Company and to decide on matters relating to its remuneration; (10) To consider and approve the transactions which shall be decided by the general meeting as stipulated in the Articles of Association and the rules of procedure of the general meeting, and to consider and approve the guarantee stipulated in Article 45 of the Articles of Association; (11) To consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company; (12) To consider and approve the change in use of proceeds; (13) To consider share incentive schemes and employee share ownership schemes; (14) To consider the proposals submitted by shareholders who individually or jointly hold 1% or more of the Company's voting shares; (15) To consider other matters that shall be resolved by the general meeting as stipulated by the laws, administrative regulations, departmental rules, the Articles of Association or the rules of procedure of the general meeting.

Article	Original Articles	Amended Articles
	The above functions and powers of the general meeting shall not be exercised by the Board of Directors or other institutions or individuals by way of authorization. The general meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.	The above functions and powers of the general meeting shall not be exercised by the Board of Directors or other institutions or individuals by way of authorization. The general meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. Subject to a resolution of the general meeting, or a resolution of the Board of Directors authorized by the Articles of Association or the general meeting, the Company may issue shares and corporate bonds convertible into shares; the specific implementation thereof shall comply with the laws, administrative regulations, and the requirements of the CSRC and the HKEX.
Article 45	The following external guarantees of the Company shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors: (1) A single guarantee with an amount exceeding 10% of the Company's latest audited net assets; (2) Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries has exceeded 50% of the Company's latest audited net assets; (3) Guarantees provided for the guaranteed objects whose assets-liability ratio exceeds 70%;	The following external guarantees of the Company shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors: (1) A single guarantee with an amount exceeding 10% of the Company's latest audited net assets; (2) Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries has exceeded 50% of the Company's latest audited net assets; (3) Guarantees provided for the guaranteed objects whose assets-liability ratio exceeds 70%;

Article	Original Articles	Amended Articles
	(4) Any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the Company's latest audited total assets; (5) Guarantees provided by the Company to others within one year exceeding 30% of the Company's latest audited total assets; (6) Guarantees provided to shareholders, de facto controllers and their related parties; (7) Other circumstances as stipulated in relevant laws, regulations, other normative documents or the Articles of Association. The above external guarantees which shall be approved by the general meeting shall be considered and approved by the Board before being submitted to the general meeting for approval. The Board of Directors has the power to consider and approve the external guarantees other than the foregoing which need to be approved by the general meeting.	(4) Any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the Company's latest audited total assets; (5) Guarantees provided by the Company to others within one year exceeding 30% of the Company's latest audited total assets; (6) Guarantees provided to shareholders, de facto controllers and their related parties; (7) Other circumstances as stipulated in relevant laws, regulations, other normative documents or the Articles of Association. Where any external guarantee considered and approved in violation of the approval authority and review procedures causes losses to the Company, the responsible parties such as the relevant directors and senior management shall be liable for compensation in accordance with the law.

APPENDIX I AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article	Original Articles	Amended Articles
	When the resolution on the guarantee provided to shareholders, de facto controllers and their related parties is considered at the general meeting, such shareholders or shareholders controlled by such de facto controllers shall not participate in the vote. The resolution must be passed by a majority vote of the remaining shareholders present at the general meeting. The provision of guarantees by the Company for its wholly-owned subsidiaries, or the provision of guarantees for controlled subsidiaries while other shareholders of the such controlled subsidiaries provide guarantees in equal proportion to their shareholdings, may be exempted from submission to the general meeting for consideration under any of the circumstances described in item 1 to 4 of the first paragraph of this article.	

Article	Original Articles	Amended Articles
Article 46	Transactions (excluding provision of guarantees and provision of financial assistance) of the Company that meet any of the following criteria shall be submitted to the general meeting for consideration and approval after being considered and approved by the Board of Directors: (1) The total assets involved in the transaction account for more than 50% of the audited total assets of the Company for the latest period, and if the total assets involved in the transaction include both book value and appraised value, the higher of the total assets shall be used as the basis for calculation; (2) The relevant operating income of the transaction subject (such as equity) in the latest accounting year accounts for more than 50% of the audited operating income of the company in the latest accounting year, and the absolute amount exceeds RMB50 million; (3) The relevant net profits of the transaction subject (such as equity) in the latest accounting year accounts for more than 50% of the audited net profits of the company in the latest accounting year, and the absolute amount exceeds RMB5 million;	Where the Company and its subsidiaries enter into transactions as defined in Chapter 14 of the Hong Kong Listing Rules, they shall conduct percentage ratio tests and aggregation calculations in accordance with the provisions of the Hong Kong Listing Rules, and comply with the corresponding procedures. Transactions requiring shareholders' approval pursuant to the Hong Kong Listing Rules shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors; where the Hong Kong Listing Rules permit written shareholders' approval in lieu of holding a general meeting, such provisions shall apply.

APPENDIX I AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article	Original Articles	Amended Articles
	(4) The transaction amount (including the assumed debts and expenses) accounts for more than 50% of the audited net assets of the company for the latest period, and the absolute amount exceeds RMB50 million; (5) The profits generated from the transactions account for more than 50% of the audited net profits of the company in the latest accounting year, and the absolute amount exceeds RMB5 million. If the data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation. Transactions in which the Company unilaterally obtains benefits, including receiving cash assets as donation and obtaining debt relief, may be exempted from going through the procedures for deliberation at the general meeting in accordance with the provisions of the foregoing paragraph.	

Article	Original Articles	Amended Articles
	The above “transactions” include the following: purchase or sale of assets; external investments (including entrusted wealth management, investment in subsidiaries, and excluding the establishment or increase in capital of wholly-owned subsidiaries); leasing in or out of assets; entering into management contracts (including entrusting operation and entrusted operation); donated or received assets; restructuring of claims or debts; transfer of research and development projects; signing of license agreements; waiver of rights (including waiver of right of first refusal and pre-emptive rights in subscription of capital). The following activities of the Company do not belong to the transactions stipulated in the foregoing paragraph: (1) purchase of raw materials, fuels and power related to daily operations (excluding purchase and sales of such assets involved in the asset replacement); (2) sales of products, commodities and other assets related to daily operations (excluding the purchase and sale of such assets involved in asset replacement); (3) transactions that, while falling under the categories specified in the foregoing paragraph, are part of the Company’s principal business activities. When the Board of Directors considers the above matters, they must be approved by more than half of all the Directors.	

Article	Original Articles	Amended Articles
Article 47	Financial assistance matters that fall under any of the following circumstances shall be submitted to the general meeting for consideration after being considered and approved by the Board of Directors: (1) The audited asset-liability ratio of the recipient for the latest period exceeds 70%; (2) The amount of a single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets; (3) Other circumstances as provided under relevant laws, regulations, other normative documents or the Articles of Association. Financial assistance matters other than those stipulated in the preceding paragraph shall be considered and approved by the Board of Directors, and shall be approved by more than two-thirds of all directors.	Delete

Article	Original Articles	Amended Articles
	When the recipients of financial assistance are those controlled subsidiaries that fall within the scope of the Company's consolidated statements and are held as to more than 50% of the shares, and where the other shareholders of such controlled subsidiaries do not include the Company's controlling shareholders, de facto controllers and their related parties, the provisions in the preceding two paragraphs shall be exempted. Subject to relevant laws, regulations and rules, and for the benefit of the Company, the Company may, upon resolution of the general meeting or resolution of the Board of Directors pursuant to the Articles of Association or the authorization of the general meeting, provide financial assistance to others for acquiring shares of the Company or its parent company, provided that the total amount of such financial assistance does not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors on the matters under this subparagraph shall be approved by more than two-thirds of all the directors.	

Article	Original Articles	Amended Articles
Article 48	When the Company's general meeting considers the related party transactions, the related shareholders shall abstain from voting and shall not vote on behalf of other shareholders.	When the Company's general meeting considers the related party transactions, the related shareholders shall abstain from voting and shall not vote on behalf of other shareholders. Where connected transactions under the Hong Kong Listing Rules are involved, Article 87 of the Articles of Association and the relevant provisions of the Hong Kong Listing Rules shall apply.
Article 51	The Company shall convene a shareholders' general meeting at the address of the Company's domicile or other places specified in the notice of the meeting. The general meeting will be held in the form of an on-site meeting by setting up a venue. The Company shall also, in accordance with laws, regulations or the Articles of Association, provide convenience for shareholders to attend general meetings through internet, video, telephone or other means. Shareholders who attend the general meeting through the aforesaid ways shall be deemed to be present at the general meeting.	The Company shall convene a shareholders' general meeting at the address of the Company's domicile or other places specified in the notice of the meeting. The general meeting may be held in the form of an on-site meeting or in the form of a hybrid meeting (partly on-site and partially electronic), or entirely by electronic means, and the Company may use telephone, electronic or other communication facilities to enable all persons participating in the meeting to communicate with each other. Where a general meeting is held in the form of a hybrid meeting or an entirely electronic meeting, shareholders and their proxies may attend the meeting, speak, raise questions and vote through the electronic meeting system designated by the Company or other electronic means in accordance with applicable laws, regulations, the Hong Kong Listing Rules, relevant regulatory rules and the procedures set out in the notice of the meeting; persons attending the general meeting by such means shall be deemed to be present in person and to have validly exercised their corresponding rights.

Article	Original Articles	Amended Articles
Article 57	If the supervisory committee or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and, if required, make a filing with the securities regulatory authorities of the place where the Company is incorporated and the place where the Company's shares are listed in accordance with applicable regulations. The shareholding percentage of the convening shareholders shall not fall below ten percent before any resolution is made by the general meeting. When issuing the notice of the general meeting and the announcement of the general meeting resolutions, the supervisory committee or the convening shareholders shall, if required, submit relevant supporting documents to the securities regulatory authorities of the place where the Company is incorporated and the place where the Company's shares are listed in accordance with applicable regulations.	If the supervisory committee or shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing. The shareholding percentage of the convening shareholders shall not fall below ten percent before any resolution is made by the general meeting.

Article	Original Articles	Amended Articles
Article 63	The notice of a general meeting shall contain the following: (1) the time, place and duration of the meeting; (2) matters and proposals to be considered at the meeting; (3) a clear statement shall be made to indicate that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company; (4) the record date of shareholders' equity rights that they are entitled to attend the general meeting; (5) the name and telephone number of the permanent contact person for the meeting; (6) the voting time and procedures for meetings convened by means other than physical attendance (including but not limited to the internet, telephone, etc.); (7) other requirements 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 and the Articles of Association.	The notice of a general meeting shall contain the following: (1) the time, place and duration of the meeting; (2) matters and proposals to be considered at the meeting; (3) a clear statement shall be made to indicate that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing, by electronic means or in such other manners recognized by the applicable rules to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company; (4) the record date of shareholders' equity rights that they are entitled to attend the general meeting; (5) other requirements 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 and the Articles of Association.

Article	Original Articles	Amended Articles
	The notice and supplemental notice of the general meeting shall fully and completely disclose the specific details of all proposals. If independent non-executive directors are required to provide their opinions on the matters to be discussed, such opinions and the reasons therefor shall be disclosed when the notice or supplemental notice of the general meeting is issued. Voting via the internet or other means at the general meeting shall commence no earlier than 3:00 p.m. on the day prior to the physical general meeting, and no later than 9:30 a.m. on the day of the physical general meeting, and shall conclude no earlier than 3:00 p.m. on the day of the physical general meeting. The interval between the record date and the meeting date shall be no more than seven working days. Once the record date is confirmed, it shall not be changed.	The notice and supplemental notice of the general meeting shall fully and completely disclose the specific details of all proposals. The interval between the record date and the meeting date shall comply with the Hong Kong Listing Rules. Once the record date is confirmed, it shall not be changed; if any change is required, the procedures stipulated by the Hong Kong Listing Rules shall be complied with.

Article	Original Articles	Amended Articles
Article 64	Where the election of directors and supervisors is to be discussed at a general meeting, the notice of the general meeting shall fully disclose the particulars of the candidates, which at least shall include the following: (1) personal particulars such as educational background, work experience and part-time positions; (2) whether there is any related relationship with the Company or the controlling shareholder and the actual controller of the Company; (3) the number of shares held in the Company; (4) whether they have been subject to any penalties imposed by the CSRC and other relevant authorities, or any disciplinary actions taken by a stock exchange. Save in the case of the election of directors and supervisors on a cumulative voting basis, a separate resolution shall be proposed for each of the candidates for election as director or supervisor.	Where the election of directors and supervisors is to be discussed at a general meeting, the notice of the general meeting and/or the relevant announcements and circulars shall disclose information concerning the new appointment, re-election or re-designation of the directors and supervisors in accordance with the requirements of the Hong Kong Listing Rules. Save in the case of the election of directors and supervisors on a cumulative voting basis, a separate resolution shall be proposed for each of the candidates for election as director or supervisor.

Article	Original Articles	Amended Articles
Article 65	After the notice of the general meeting is issued, such meeting shall not be adjourned or canceled, and the proposals set out in the notice shall not be withdrawn, without grounded reasons. Once the general meeting is adjourned or canceled, the convener shall notify all shareholders at least 2 working days before the originally scheduled date and explain the reasons.	After the notice of the general meeting is issued, such meeting shall not be adjourned or canceled, and the proposals set out in the notice shall not be withdrawn, without grounded reasons. Once the general meeting is adjourned or canceled, the convener shall, in accordance with the laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, make an announcement and explain the reasons. Where the convening of the general meeting is postponed, the postponed date of the general meeting shall be announced in the notice.

Article	Original Articles	Amended Articles
Article 69	The power of attorney issued by a shareholder appointing another person to attend the general meeting shall contain the following: (1) the name or designation of the principal, the class and number of shares held in the Company; (2) the name or designation of the proxy; (3) the matters for which the proxy is appointed and the scope of authority, including whether they have voting rights; (4) specific instructions from the shareholder, including instructions to vote for, against, or abstain on each item of business on the agenda of the general meeting, etc.; (5) the date of issuance and the validity period of the power of attorney; (6) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.	The power of attorney issued by a shareholder appointing another person to attend the general meeting may be in writing, by electronic means or in such other manners recognized by the applicable rules, and shall contain the following: (1) the name or designation of the principal, the class and number of shares held in the Company; (2) the name or designation of the proxy; (3) specific instructions from the shareholder, including instructions to vote for, against, or abstain on each item of business on the agenda of the general meeting, etc.; (4) the date of issuance and the validity period of the power of attorney; (5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.

Article	Original Articles	Amended Articles
Article 72	If the power of attorney for voting by proxy is signed by another person authorized by the principal, the power of attorney or other documents authorizing the signature shall be notarized. The notarized power of attorney or other authorizing documents, together with the instrument appointing the voting proxy, shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting. If the principal is a legal person, its legal representative or a person authorized by its board of directors or other decision-making bodies shall attend the Company's shareholder' meeting as a representative.	If the power of attorney for voting by proxy is signed by another person authorized by the principal, the power of attorney or other documents authorizing the signature shall be notarized. The notarized power of attorney or other authorizing documents, together with the instrument appointing the voting proxy, shall be deposited at the domicile of the Company or at such other place as specified in the notice convening the meeting. To the extent permitted by the applicable rules, the aforementioned power of attorney, documents authorizing the signature, and other authorization documents may be submitted, deposited or authenticated in electronic form, by authenticated message, through an electronic system designated by the Company or by other means recognized by the approved securities registrar, and have the same legal effect as written documents. If the principal is a legal person, its legal representative or a person authorized by its board of directors or other decision-making bodies shall attend the Company's general meeting as a representative.

Article	Original Articles	Amended Articles
	If the shareholder is Hong Kong Securities Clearing Company Limited, such shareholder is entitled to appoint one or more proxies or corporate representatives to attend general meetings and creditors' meetings, and such proxies or corporate representatives have the same statutory rights as other shareholders, including the right to speak and vote. If two or more persons are so authorized, the power of attorney or authorization letter shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights on behalf of Hong Kong Securities Clearing Company Limited (or its nominee) without the need to produce the shareholding certificates, notarized authorization letter and/or further evidence of the duly authorization, as if such person was an individual shareholder of the Company.	If the shareholder is Hong Kong Securities Clearing Company Limited, such shareholder is entitled to appoint one or more proxies or corporate representatives to attend general meetings and creditors' meetings, and such proxies or corporate representatives have the same statutory rights as other shareholders, including the right to speak and vote. If two or more persons are so authorized, the power of attorney or authorization letter shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may exercise rights on behalf of Hong Kong Securities Clearing Company Limited (or its nominee) without the need to produce the shareholding certificates, notarized authorization letter and/or further evidence of the duly authorization, as if such person was an individual shareholder of the Company.
Article 78	The board of directors and the supervisory committee shall report their work for the past year at the annual general meeting. Each independent non-executive director shall also make a work report.	The board of directors and the supervisory committee shall report their work for the past year at the annual general meeting.

Article	Original Articles	Amended Articles
Article 88	Shareholders (including their proxies) shall exercise their voting rights based on the number of voting shares they represent, with one vote per Share. On a poll taken at a meeting, shareholders (including proxies of shareholders) entitled to two or more votes need not cast all his/her votes in the same way (vote in favor of, against or abstain from each resolution). However, shares of the Company held by the Company shall carry no voting rights (i.e. treasury shares), and be excluded from the total voting shares held by shareholders present at a general meeting. Where material issues affecting the interests of minority shareholders are considered at the general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.	Shareholders (including their proxies) shall exercise their voting rights based on the number of voting shares they represent, with one vote per Share. On a poll taken at a meeting, shareholders (including proxies of shareholders) entitled to two or more votes need not cast all his/her votes in the same way (vote in favor of, against or abstain from each resolution). However, shares of the Company held by the Company shall carry no voting rights (i.e. treasury shares), and be excluded from the total voting shares held by shareholders present at a general meeting. Where material issues affecting the interests of minority shareholders are considered at the general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner in accordance with the laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, or the provisions of the Articles of Association.

Article	Original Articles	Amended Articles
	The board of directors, independent non-executive directors, shareholders holding more than one percent of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations or the rules of the securities regulatory authorities of the places where the Company's shares are listed may publicly solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions. Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.	Subject to compliance with the applicable laws, regulations, or the requirements of the listing rules of the stock exchange on which the Company's shares are listed, the board of directors, independent non-executive directors and shareholders who satisfy the relevant prescribed conditions may solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions. Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.

Article	Original Articles	Amended Articles
Article 89	When a related party transactions are being considered at the general meeting, related shareholders shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; the general meeting shall adequately explain information relating to voting by non-related shareholders. The abstention and voting procedures for related shareholders at the general meeting shall be as follows: (1) The chairperson of the meeting shall, before any proposal on related party transactions is considered at the general meeting, inform related shareholders that they are not entitled to vote on the proposal, and announce the number of attending shareholders and proxies other than related shareholders and the total number of their voting shares. (2) Where related shareholders participate in voting in violation of the provisions under this article, their voting in respect of matters relating to related party transactions shall be invalid.	When any matter on which the relevant shareholders are required to abstain from voting under the Hong Kong Listing Rules is being considered at the general meeting, such shareholders and their associates/ close associates (as applicable) shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; the resolutions of the general meeting shall adequately explain information relating to voting by independent shareholders, as well as other information required by the Hong Kong Listing Rules. Where any shareholder is, under the Hong Kong Listing Rules, required to abstain from voting on any particular resolution, the votes cast by such shareholder shall not be counted by the Company in calculating the voting results of such resolution.

Article	Original Articles	Amended Articles
	(3) In order to be valid, the resolutions made at the general meeting on matters relating to related party transactions shall be passed by more than half of the votes cast by the non-related shareholders attending the general meeting. However, in order to be valid, in the event of such related party transaction involving matters as stipulated in Article 87 of the Articles of Association, the resolutions of the general meeting must be passed by more than two-thirds of the voting rights held by the non-related shareholders attending the general meeting.	Prior to the consideration of connected transaction matters at a general meeting, the Company shall determine the scope of connected shareholders having a material interest in such matters in accordance with relevant laws, regulations and normative documents. Connected persons or their authorized representatives may attend the general meeting and explain their views to the attending shareholders in accordance with the meeting procedures, but shall voluntarily abstain from voting. If the connected persons fail to voluntarily abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. Following the abstention of the connected persons, other shareholders shall cast their votes based on the voting rights held by them and pass the corresponding resolutions in accordance with the provisions of the Articles of Association; the chairman of the meeting shall announce the number of shareholders and proxies (excluding the connected persons) attending the on-site meeting and the total number of voting shares held by them. An ordinary resolution in respect of matters relating to connected transactions shall only be valid if passed by more than half of the voting shares held by the independent shareholders attending the general meeting; a special resolution shall only be valid if passed by two-thirds or more of the voting shares held by the independent shareholders attending the general meeting. Where a connected person participates in voting in violation of the provisions of this Article, the votes cast by such person in respect of the connected transactions shall be invalid.

Article	Original Articles	Amended Articles
Article 95	The vote at the general meeting shall be conducted by open ballot.	Unless otherwise required by relevant laws and regulations and the Hong Kong Listing Rules, the vote at the general meeting shall be conducted by open ballot.
Article 96	Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any matters under consideration that are related to shareholders, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes. When proposals are voted on at the general meeting, lawyer (if any), shareholders' representative and supervisors' representative shall jointly be responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.	When proposals are voted on at the general meeting, the H Share Registrar of the Company shall act as the scrutineer to be responsible for the monitoring and counting of the votes, and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes. Shareholders of the Company or their proxies who vote via online means or other means shall have the right to verify their own voting results through the relevant voting systems or other means.

Article	Original Articles	Amended Articles
Article 104	Directors shall be elected or replaced by the general meeting, may be removed before the expiry of their term by an ordinary resolution of the general meeting, subject to compliance with the relevant laws, administrative regulations, departmental rules, regulatory documents and the Hong Kong Listing Rules. The term of office for a director shall be three years and may be re-elected upon the expiry of their term. The term of a director shall commence from the date of assumption of office and end upon the expiry of the current term of the board of directors. If a director is not elected in a timely manner upon the expiry of the term, the original director shall continue to perform their duties in accordance with the requirements under the relevant laws, administrative regulations, departmental rules, and the Articles of Association until the elected director assumes office. Where a director resigns, he/she shall notify the Company in writing, and the resignation shall take effect on the day the Company receives the notice, however, if the circumstances specified in the preceding paragraph exist, the director shall continue to perform his/her duties. The general meeting may resolve to remove directors, and the removal shall take effect on the date the resolution is made.	Directors shall be elected or replaced by the general meeting, may be removed before the expiry of their term by an ordinary resolution of the general meeting, subject to compliance with the relevant laws, administrative regulations, departmental rules, regulatory documents and the Hong Kong Listing Rules. The term of office for a director shall be three years and may be re-elected upon the expiry of their term. The term of a director shall commence from the date of assumption of office and end upon the expiry of the current term of the board of directors. If a director is not elected in a timely manner upon the expiry of the term, the original director shall continue to perform their duties in accordance with the requirements under the relevant laws, administrative regulations, departmental rules, and the Articles of Association until the elected director assumes office. Where a director resigns, he/she shall notify the Company in writing, and the resignation shall take effect on the day the Company receives the notice, however, if the circumstances specified in the preceding paragraph exist, the director shall continue to perform his/her duties. The general meeting may resolve to remove directors, and the removal shall take effect on the date the resolution is made.

Article	Original Articles	Amended Articles
	Directors may be concurrently served by the general manager or other senior management members, but the total number of directors concurrently serving as general manager or other senior management members and directors served by employee representatives shall not exceed one-half of the total number of directors of the Company. The procedures for the selection and appointment of director are as follows: (1) Shareholders who individually or jointly own more than 1% of the Company's Shares or the board of directors make a proposal for a director candidate; (2) The board of directors reviews the qualifications of director candidates; (3) The board of directors submits a proposal for the consideration of the director candidate to the general meeting; (4) The proposal for the director candidate is voted on at the general meeting; (5) The director approved by the general meeting takes office.	Directors may be concurrently served by the general manager or other senior management members, but the total number of directors concurrently serving as general manager or other senior management members and directors served by employee representatives shall not exceed one-half of the total number of directors of the Company.

Article	Original Articles	Amended Articles
Article 117	The board of directors shall exercise the following powers: (1) To convene general meetings and report its work to the general meeting; (2) To implement the resolutions of the general meeting; (3) To determine the Company's business plans and investment proposals; (4) To formulate the Company's profit distribution plan and loss recovery plan; (5) To formulate plans for the Company's increase or reduction of registered capital, issuance of bonds or other securities and listing; (6) To formulate plans for the Company's major acquisitions, repurchase of the Company's shares or mergers, divisions, dissolution and change of corporate form; (7) Within the scope of authority granted by the general meeting, to decide on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted financial management, related party transactions and external donations;	The board of directors shall exercise the following powers: (1) To convene general meetings and report its work to the general meeting; (2) To implement the resolutions of the general meeting; (3) To determine the Company's business plans and investment proposals; (4) To formulate the Company's profit distribution plan and loss recovery plan; (5) To formulate plans for the Company's increase or reduction of registered capital, issuance of bonds or other securities and listing; (6) To formulate plans for the Company's major acquisitions, repurchase of the Company's shares or mergers, divisions, dissolution and change of corporate form; (7) Within the scope of authority granted by the general meeting, to decide on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted financial management, related party transactions and external donations; (8) To decide on the establishment of the Company's internal management structure;

Article	Original Articles	Amended Articles
	(8) To decide on the establishment of the Company's internal management structure; (9) To decide on the appointment or dismissal of the Company's general manager and determine his/her remuneration; decide, based on the general manager's nomination, on the appointment or dismissal of Company's deputy general managers, chief financial officer and other senior management personnel and determine their remuneration; (10) To formulate the Company's basic management system; (11) To formulate proposals for amendments to the Articles of Association; (12) To manage the Company's information disclosure matters (if any); (13) To hear the Company's general manager's work report and review the general manager's work; (14) To make resolutions regarding the appointment and dismissal of the Company's auditor firm; (15) Other duties and powers granted by laws, administrative regulations, departmental rules, the Articles of Association, unanimous consent of all shareholders or the general meeting.	(9) To decide on the appointment or dismissal of the Company's general manager and determine his/her remuneration; decide, based on the general manager's nomination, on the appointment or dismissal of Company's deputy general managers, chief financial officer and other senior management personnel and determine their remuneration; (10) To formulate the Company's basic management system; (11) To formulate proposals for amendments to the Articles of Association; (12) To manage the Company's information disclosure matters (if any); (13) To hear the Company's general manager's work report and review the general manager's work; (14) To make resolutions regarding the appointment and dismissal of the Company's auditor firm; (15) Other duties and powers granted by laws, administrative regulations, departmental rules, the Articles of Association, unanimous consent of all shareholders or the general meeting.

Article	Original Articles	Amended Articles
	Matters beyond the scope of the general meeting's authorization should be submitted to the general meeting for consideration. The board of directors of the Company shall set up an audit committee, and shall set up special committees such as a strategy committee, a nomination committee, a remuneration and and assessment committee as needed. Such special committees shall be responsible to the board of directors, perform their duties in accordance with the Articles of Associations and the authorization of the board of directors, and the proposals of such committees shall be submitted to the board of directors for review and consideration. All members of the special committees are composed of directors, with independent directors making up the majority and serving as the convenors of the audit committee, nomination committee, and remuneration and and assessment committee. The convenor of the audit committee must be a professional accountant. The board of directors shall be responsible in formulating the rules of procedures of the special committees to regulate their operation.	Matters beyond the scope of the general meeting's authorization should be submitted to the general meeting for consideration. The board of directors of the Company shall set up an audit committee, and shall set up special committees such as a strategy committee, a nomination committee and a remuneration committee as needed. Such special committees shall be responsible to the board of directors, perform their duties in accordance with the Articles of Association and the authorization of the board of directors, and the proposals of such committees shall be submitted to the board of directors for review and consideration. All members of the special committees are composed of directors, with independent non-executive directors making up the majority and serving as the convenors of the audit committee, nomination committee, and remuneration committee. The audit committee shall comprise non-executive directors only, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under the Hong Kong Listing Rules. The audit committee must be chaired by an independent non-executive director. The board of directors shall be responsible in formulating the rules of procedures of the special committees to regulate their operation.

Article	Original Articles	Amended Articles
Article 120	The board of directors' decision-making authority on matters such as Company's external investments, acquisition or disposal of assets, asset mortgages and pledges, external guarantees, entrusted financial management, related party transactions, external donations and debt financing shall be subject to the provisions of the Company's specific rules and regulations.	The board of directors' decision-making authority on matters such as Company's external investments, acquisition or disposal of assets, asset mortgages and pledges, external guarantees, entrusted financial management, related party transactions, external donations and debt financing shall be subject to the provisions of the Company's specific rules and regulations and the provisions of the Hong Kong Listing Rules.
Article 124	The board of directors shall hold at least two meetings annually, convened by the chairman, with written notice sent to all directors and supervisors at least ten days prior to the meeting. If an extraordinary board meeting is to be held, a written notice shall be given to all directors and supervisors two days prior to the meeting, unless in an emergency situation or otherwise provided in the Articles of Association or the Rules of Procedure for Board Meetings. The notice period stipulated in the preceding paragraph may be waived with the consent of all directors.	The board of directors shall hold at least four regular meetings annually, convened by the chairman, with written notice sent to all directors and supervisors at least fourteen days prior to the meeting. If an extraordinary board meeting is to be held, a written notice shall be given to all directors and supervisors two days prior to the meeting, unless in an emergency situation or otherwise provided in the Articles of Association or the Rules of Procedure for Board Meetings. The notice period stipulated in the preceding paragraph may be waived with the consent of all directors.

Article	Original Articles	Amended Articles
Article 126	The notice of the board meeting shall include the following: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the reasons and subject matters; (4) the date of issuing the notice. A verbal notice of a board meeting shall at least include items (1) and (3) above, and the explanations for an extraordinary board meeting convened in special circumstances or emergencies.	The notice of the board meeting shall include the following: (1) the time and venue of the meeting; (2) the duration of the meeting; (3) the reasons and subject matters; (4) the date of issuing the notice; (5) other contents stipulated by laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange on which the Company's shares are listed or the Articles of Association. A verbal notice of a board meeting shall at least include items (1) and (3) above, and the explanations for an extraordinary board meeting convened in special circumstances or emergencies.

Article	Original Articles	Amended Articles
Article 128	The resolution of the board meeting shall be voted by a show of hand, oral vote or poll. Subject to the protection of directors' rights to fully express their opinions, the extraordinary board meeting may be convened through telephone conference, video conference, fax, email or written signature, and resolutions shall be made and signed by the attending directors. The extraordinary board meeting may also be convened on site and by other means simultaneously. Where an extraordinary board meeting is not held on site, the number of directors present is calculated according to the directors present in the video, the directors expressing opinions in the teleconference, the number of valid votes by means of faxes, emails or circulation of written resolutions received within the specified period, or the written confirmations submitted by the directors after the meetings.	The resolution of the board meeting shall be voted by a show of hand, oral vote or poll. Subject to the protection of directors' rights to fully express their opinions, the extraordinary board meeting may be convened through telephone conference, video conference, fax, email or written signature, and resolutions shall be made and signed by the attending directors.

Article	Original Articles	Amended Articles
	Where any director is unable to sign the minutes at such meeting in a timely manner, such director shall vote orally and complete the procedure of written signature as soon as possible. The director's oral vote shall have the same effect as written signature, provided that the subsequent written signature shall be consistent with the oral vote during the meeting. Where the written signature is not consistent with the oral vote, the oral vote as reflected in the minutes shall prevail. If a board meeting is convened by written signature, which means the resolutions are made through separately serving or circulating for consideration, the director and another director entrusted by him/her shall state clearly his/her affirmative or negative opinions on the resolutions. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall become a resolution of the board of directors.	

Article	Original Articles	Amended Articles
Article 129	The directors shall attend a board meeting in person. If a director is unable to attend for any reasons, he/she may appoint another director by a written power of attorney to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy, the matters for entrustment, the scope of authorisation and validity period, and shall be signed or sealed by the principal. The director who attends the meeting on behalf of any other shall exercise the rights of a director within the scope of authorisation. A director who does not attend a board meeting in person or by proxy shall be deemed to have abstained from voting at such meeting.	The directors shall attend a board meeting in person. If a director is unable to attend for any reason, he/she may, after reviewing the meeting materials in advance and forming a clear opinion, appoint another director by a written power of attorney to vote on his/her behalf. Attendance by another director as proxy shall not be regarded as attendance in person. The power of attorney shall specify the name of the proxy, the matters for entrustment, the scope of authorisation and validity period, and shall be signed or sealed by the principal. The director who attends the meeting on behalf of any other shall exercise the rights of a director within the scope of authorisation. A director who does not attend a board meeting in person or by proxy shall be deemed to have abstained from voting at such meeting.

Article	Original Articles	Amended Articles
Article 135	The audit committee shall convene a meeting at least once a quarter, and may convene extraordinary meetings upon the proposal of two or more members, or when the convener deems necessary. Meetings of the audit committee shall be held with the attendance of at least two-thirds of the members. Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee. Voting on resolutions of the audit committee shall be conducted on the basis of one vote per member. The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes. The board of directors shall be responsible for formulating the working procedures of the audit committee.	The audit committee shall convene a meeting at least twice a year, and may convene extraordinary meetings upon the proposal of two or more members, or when the convener deems necessary. Meetings of the audit committee shall be held with the attendance of at least two-thirds of the members. Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee. Voting on resolutions of the audit committee shall be conducted on the basis of one vote per member. The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes. The board of directors shall be responsible for formulating the working procedures of the audit committee.

Article	Original Articles	Amended Articles
Article 187	Unless the context otherwise specifies, the “announcement” referred to in the articles of association shall mean, in respect of announcements made to the holders of domestic unlisted shares or the announcements to be published in the PRC as required by the relevant requirements and the articles of association, the publication of an announcement in newspapers in the PRC, and such newspapers shall have been prescribed under the laws and administrative regulations of the PRC or by the competent securities authority of the State Council. For notices issued by the Company to the holders of overseas-listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange’s e-Submission System for in-real-time release on the website of the Hong Kong Stock Exchange in accordance with the Hong Kong Listing Rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the Hong Kong Listing Rules. The announcement shall also be published on the Company’s website at the same time.	For the “announcement” referred to in the Articles of Association, the Company shall on the same day submit an electronic version to the Hong Kong Stock Exchange through the Hong Kong Stock Exchange’s e-Submission System for in-real-time release on the website of the Hong Kong Stock Exchange in accordance with the Hong Kong Listing Rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the Hong Kong Listing Rules. The announcement shall also be published on the Company’s website at the same time. The information disclosed by the Company in other public media shall not precede the disclosure in the designated newspapers and websites, and the announcement of the Company shall not be replaced by press release or press conference, or other forms. The Board shall have the right to decide to adjust the designated media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the relevant laws and regulations in the PRC and in Hong Kong, as well as the securities regulatory authority of the State Council, the overseas regulatory authority and the Hong Kong Stock Exchange.

Article	Original Articles	Amended Articles
	The information disclosed by the Company in other public media shall not precede the disclosure in the designated newspapers and websites, and the announcement of the Company shall not be replaced by press release or press conference, or other forms. The Board shall have the right to decide to adjust the designated media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the relevant laws and regulations in the PRC and in Hong Kong, as well as the securities regulatory authority of the State Council, the overseas regulatory authority and the Hong Kong Stock Exchange.	

Article	Original Articles	Amended Articles
Article 213	Definitions (1) Controlling shareholder refers to a shareholder whose shareholding accounts for more than 50% of the entire share capital of the Company, or a shareholder whose shareholding accounts for less than 50% but the voting rights entitled by the shares held are sufficient to exert a major impact on resolutions at the general meeting. (2) Actual controller refers to a person who is able to actually control the Company's conduct through investment relationships, agreements or other arrangements. (3) The terms "related-party transaction" and "connected transaction" used in the Articles of Association have the same meaning; "connected transaction" and "controlling shareholder" refer to the definitions given to them under the Hong Kong Listing Rules. (4) Subsidiaries refer to entities included in the scope of consolidated statements of the Company.	Definitions (1) Controlling shareholder refers to a shareholder whose shareholding accounts for more than 50% of the entire share capital of the Company, or a shareholder whose shareholding accounts for less than 50% but the voting rights entitled by the shares held are sufficient to exert a major impact on resolutions at the general meeting. (2) Actual controller refers to a person who is able to actually control the Company's conduct through investment relationships, agreements or other arrangements. (3) The terms "related-party transaction" and "connected transaction" used in the Articles of Association have the same meaning; "connected transaction" and "controlling shareholder" have the meanings ascribed thereto under the Hong Kong Listing Rules. (4) Subsidiaries refer to entities included in the scope of consolidated statements of the Company.

Article	Original Articles	Amended Articles
		(5) Uncertificated Securities Market Regime refers to the laws, regulations, rules, codes, guidelines and other regulatory requirements relating to the uncertificated securities market from time to time in force in Hong Kong, including the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and subsidiary legislation thereunder relating to the uncertificated securities market, approved securities registrar and listing of securities, the Hong Kong Listing Rules, the HKSCC Rules and the applicable rules of approved securities registrar. The terms “participating securities”, “title instrument”, “uncertificated form”, “approved securities registrar”, “uncertificated securities registration and transfer system”, “authenticated message”, “specified request”, “register of holders” and “Hong Kong register of holders” shall have the meanings ascribed thereto under the Uncertificated Securities Market Regime of Hong Kong; in the event of any inconsistency between any other expression in the Articles of Association and such definitions, the meanings under the Uncertificated Securities Market Regime of Hong Kong shall prevail in respect of the overseas listed shares of the Company and the holders thereof, to the extent permitted by the applicable laws, regulations and regulatory rules.

Article	Original Articles	Amended Articles
Article 218	After consideration and approval by the general meeting of the Company and/or its authorized organizations or persons (if applicable), the Articles of Association shall become effective and implemented from the date of listing of the H shares publicly offered by the Company on the Main Board of the Hong Kong Stock Exchange. Matters of amendment to the Articles of Association shall be considered and approved by the general meeting.	The Articles of Association shall become effective from the date of consideration and approval by the general meeting of the Company and/or its authorized organizations or persons (if applicable). Matters of amendment to the Articles of Association shall be considered and approved by the general meeting.
Article 219	Any matters not covered in the Articles of Association shall follow the requirements of applicable laws, administrative regulations, departmental rules, normative documents and the relevant provisions of the securities regulatory authorities of Hong Kong in combination with the actual situation of the Company. If the Articles of Association are contradicted to those specified by the applicable laws, administrative regulations, departmental rules, normative documents promulgated and implemented after the Articles of Association take effect or the relevant provisions of the securities regulatory authorities of Hong Kong, the requirements of the applicable laws, administrative regulations, departmental rules, normative documents promulgated and implemented after the Articles of Association take effect or the relevant provisions of the securities regulatory authorities of Hong Kong shall prevail.	Any matters not covered in the Articles of Association shall follow the requirements of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the relevant provisions of the Hong Kong Stock Exchange and the securities regulatory authorities of Hong Kong in combination with the actual situation of the Company. If the Articles of Association conflict with those specified by the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the relevant provisions of the Hong Kong Stock Exchange and the securities regulatory authorities of Hong Kong promulgated and implemented after the Articles of Association take effect, the requirements of the applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the relevant provisions of the Hong Kong Stock Exchange or the securities regulatory authorities of Hong Kong promulgated and implemented after the Articles of Association take effect shall prevail.

The main contents of amendments to the Independent Non-executive Director System are as follows:

Article 4 The board of directors of the Company shall have 3 independent non-executive directors, at least one of whom shall be an accounting professional. A person nominated as a candidate for independent non-executive director in the capacity of an accounting professional shall possess appropriate accounting or related financial management expertise (specifically, shall have rich accounting professional knowledge and experience, and through engaging in the work of a professional accountant, auditor, chief financial officer or chief accounting officer of a listed company or similar functions, shall have experience in internal control and the preparation or audit of financial statements similar to those of the Company, or experience in analyzing audited financial statements of listed companies, and shall meet the relevant requirements of the Hong Kong Listing Rules).

Article 5 An independent non-executive director appointed by the Company shall, in principle, serve as an independent non-executive director in no more than six listed companies concurrently, so as to ensure that he/she has sufficient time and energy to effectively perform his/her duties as an independent non-executive director.

Article 7 A person serving as an independent non-executive director of the Company shall satisfy the independence requirements under Rule 3.13 of the Hong Kong Listing Rules:

- (1) is an individual who holds more than 1% of the Company's issued shares (excluding treasury shares) or his/her related party, except that a person who holds more than 1% but less than 5% of the Company's issued shares (excluding treasury shares) may be able to demonstrate his/her independence in advance;
- (2) has received securities interests in the Company from a core connected person or the Company itself by way of gift or financial assistance, except where such person receives shares and securities interests in the Company or its subsidiaries as director's fees or under a share scheme established under Chapter 17 of the Hong Kong Listing Rules;
- (3) has been a director, partner, principal or employee of, and has provided professional services (such as financial, legal, advisory services) to: (i) the Company, its holding company, subsidiaries or core connected persons; (ii) within the two years prior to appointment, has been a controlling shareholder, chief executive or director (other than an independent non-executive director) of the Company, or a close associate of any of them;
- (4) within the one year prior to appointment or during the term of office, has a material interest in the principal business of the Company or its group, or is involved in material commercial transactions with the Company, its holding company, subsidiaries or core connected persons;

- (5) is appointed with the purpose of protecting an entity whose interests may conflict with the interests of all shareholders;
- (6) within the two years prior to appointment or during the term of office, is connected¹ with a director, chief executive or substantial shareholder of the Company;
- (7) within the two years prior to appointment, has served as an executive (including management, company secretary) or director (other than an independent non-executive director) of the Company or its group;
- (8) is financially dependent on the Company, its holding company, subsidiaries or core connected persons;
- (9) such other conditions as prescribed under the Hong Kong Listing Rules.

Article 11 The term of office of an independent non-executive director shall be the same as that of other directors of the Company. Upon expiration of the term, he/she may continue to serve as such if re-elected, but the consecutive term of office shall not exceed nine years.

Article 15 In order to fully leverage the role of independent non-executive directors, in addition to the powers of directors conferred by laws, regulations, normative documents and the Articles of Association, independent non-executive directors shall also have the following special powers:

- (1) to propose to the board of directors the appointment or dismissal of an accounting firm;
- (2) to propose to the board of directors the convening of an extraordinary general meeting;
- (3) to propose the convening of a Board meeting;
- (4) connected transactions requiring approval by the general meeting shall be reviewed by an independent non-executive director committee formed by the independent non-executive directors, which shall make recommendations to the independent shareholders, and may only be proceeded with after complying with the relevant regulatory procedures of the place where the Company's shares are listed;
- (5) to independently engage external audit institutions and consulting firms to audit and advise on specific matters of the Company.

¹ Any person cohabiting as a spouse with, and any child, step-child, parent, step-parent, brother, sister, step-brother and step-sister of, a director, the chief executive or a substantial shareholder of the listed issuer is considered to be connected with that director, chief executive or substantial shareholder.

Save for the above amendments, the non-substantive amendments to the Independent Non-executive Directors System mainly include:

1. to align with Hong Kong stock governance terminology and to reflect amendments to Chinese Mainland regulations, references to “independent directors” throughout the text have been revised to “independent non-executive directors”, references to “shareholders’ general meeting” have been revised to “general meeting”, and references to “related party transactions” have been revised to “connected transactions”.
2. references to the no-longer-applicable Rules for Independent Directors of Listed Companies have been deleted, and references to applicable laws, regulations, normative documents and the Articles of Association have been updated.
3. in consequence of the deletion, addition and merger of provisions, corresponding adjustments have been made to chapter numbers, article numbers, item numbers and cross-references, and individual provisions have been subject to textual refinement, reordering, punctuation corrections and format standardisation.

The main amendments to the Rules of Procedure for General Meetings are as follows:

Article 2 The General Meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

- (1) To elect and replace non-employee representative directors and supervisors who are and to decide on matters relating to the remuneration of directors and supervisors;
- (2) To consider and approve the reports of the Board;
- (3) To consider and approve the report of the Supervisory Committee;
- (4) To consider and approve the Company's profit distribution plans and loss recovery plans;
- (5) To resolve on the increase or reduction of the registered capital of the Company;
- (6) To resolve on the Company's issue of corporate bonds;
- (7) To resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (8) Amendments to the Articles of Association;
- (9) To resolve on the appointment, dismissal or discontinuance of the accounting firm engaged in the audit work of the Company and to decide on matters relating to its remuneration;
- (10) To consider and approve the transactions that shall be decided by the General Meeting as stipulated in the Articles of Association and the Rules, and to consider and approve the matters relating to guarantees as stipulated in Article 45 of the Articles of Association;

Subject to a resolution of the General Meeting, or a resolution of the Board of Directors authorized by the Articles of Association or the General Meeting, the Company may issue shares and corporate bonds convertible into shares; the specific implementation thereof shall comply with the laws, administrative regulations, and the requirements of the CSRC and the HKEX.

Article 13 Notices and supplementary notices of the General Meetings shall contain the information required in the Articles of Association and shall fully and comprehensively disclose the specific details of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgement on the matters to be discussed.

Article 14 Where the General Meetings intend to discuss matters relating to the election of directors and supervisors, information regarding the new appointments, re-elections or re-designations of directors and supervisors shall be disclosed in the notice of the General Meetings and/or relevant announcements and circulars in accordance with the provisions of the Hong Kong Listing Rules.

Article 15 After a notice of the General Meetings is issued, the General Meetings shall not be postponed or cancelled without justifiable reasons, and the proposals set out in the notice of the General Meetings shall not be cancelled. In the event of any postponement or cancellation, the convener shall make an announcement and explain the reasons in accordance with the laws, regulations and the securities regulatory rules of the place(s) where the Company's shares are listed. In the case of a postponement of the General Meetings, the postponed date of the meeting shall be announced in the notice.

Article 17 The Company shall convene the general meeting at the place where the Company is domiciled or such other place as specified in the notice of the General Meeting.

A General Meeting may be held in physical form, or in hybrid form (partly physical and partly electronic), or entirely by electronic means, using telephone, electronic or other communication facilities, so that all persons participating in the meeting are able to communicate with each other.

Article 36 Unless otherwise required by the relevant laws and regulations and the Hong Kong Listing Rules, voting at a General Meetings shall be by poll.

When a General Meetings considers any matter in respect of which the relevant shareholders are required to abstain from voting under the Hong Kong Listing Rules, such shareholders and their associates/close associates (if applicable) shall not participate in the voting, and the number of voting shares represented by them shall not be counted in the total number with voting rights. The resolution of the General Meetings shall fully set out the voting of the independent shareholders and other content required by the Hong Kong Listing Rules.

If any shareholder is required to abstain from voting on a resolution under the Hong Kong Listing Rules, the Company shall exclude the votes cast by such shareholder when calculating the voting results of such resolution.

Article 37 When proposals are voted on at the General Meeting, the H Share Registrar of the Company shall act as the scrutineer to be responsible for the monitoring and counting of the votes, and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes. Shareholders of the Company or their proxies who vote via online means or other means shall have the right to verify their own voting results through the relevant voting systems or other means.

Save for the above amendments, the non-substantive amendments to the Rules of Procedure for General Meetings mainly include:

1. To align with Hong Kong stock governance terminology and to reflect amendments to Chinese Mainland regulations, references to “shareholders’ general meeting” throughout the text have been revised to “general meeting”, references to “independent director” have been revised to “independent non-executive director”, and the “connected transaction”, the “Hong Kong Listing Rules” and other related terminology have been standardised accordingly.
2. The references to the basis for formulating the Rules and the applicable laws, regulations, normative documents and regulatory rules have been updated, and content that is duplicated, no longer applicable or already covered by the Articles of Association has been deleted or adjusted.
3. In consequence of the deletion, addition, merger and restructuring of provisions, corresponding adjustments have been made to chapter numbers, article numbers, item numbers and cross-references, and individual provisions have been subject to textual refinement, reordering, punctuation corrections and format standardisation.

The main contents of amendments to the Rules of Procedure for the Board of Directors are as follows:

Article 2 The Company shall establish a board of directors which shall be accountable to the General Meetings. The board of directors of the Company shall establish an audit committee, and establish relevant special committees such as a nomination committee and a remuneration committee as needed. Special committees shall be accountable to the board of directors, 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 special committees shall be composed of directors, among which independent non-executive directors shall make up the majority and serve as conveners of the audit committee, nomination committee and remuneration committee; the audit committee must be composed entirely of non-executive directors, with at least one independent non-executive director possessing appropriate professional qualifications or accounting or related financial management expertise as required by the Hong Kong Listing Rules. The chairman of the audit committee must be served by an independent non-executive director. The board of directors shall be responsible for formulating the working rules of the special committees to regulate the operation of the special committees.

Article 8 In accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, the board of directors' decision-making authority on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgages and pledges, external guarantees, entrusted wealth management, connected transactions, external donations and debt financing shall be subject to the provisions of the specific rules and regulations of the Company and the Hong Kong Listing Rules.

Article 9 Meetings of the board of directors shall be divided into regular meetings and extraordinary meetings. The board of directors shall hold at least four regular meetings each year, which shall be convened by the chairman of the board of directors, with written notice given to all directors and supervisors at least 14 days prior to the meeting.

Article 14 For convening regular meetings and extraordinary meetings of the board of directors, the Securities and Public Relations Department shall submit written meeting notices to all directors and supervisors as well as the general manager and secretary to the board of directors 14 days and two days in advance, respectively, by personal delivery, mail, email, facsimile or other means.

Article 15 A written meeting notice shall at least include the followings:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) the reasons and subject matters;
- (IV) the date of issuing the notice;
- (V) other contents as required by laws, administrative regulations, normative documents, the Hong Kong Listing Rules and the Articles of Association.

Article 19 In principle, directors shall attend meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she shall, after reviewing the meeting materials in advance and forming clear opinions, prudently select and appoint another director in writing to vote on his/her behalf. Appointing another director to attend on his/her behalf shall not be deemed as attending in person.

Article 20 Subject to ensuring that directors can fully express their opinions, extraordinary meetings of the board of directors may be convened and resolutions may be passed by means of telephone conference, video conference, facsimile, email or circulation of written resolutions, and signed by the attending directors. If convened in the form of telephone conference or video conference, it shall be ensured that attending directors can clearly hear the speeches of other directors and communicate with each other.

Article 22 Subject to ensuring that directors can fully express their opinions, extraordinary meetings of the board of directors may be convened and resolutions may be passed by means of telephone conference, video conference, facsimile, email or circulation of written resolutions, and signed by the attending directors.

Save for the above amendments, the non-substantive amendments to the Rules of Procedure for the Board of Directors mainly include:

1. To align with Hong Kong stock governance terminology and to reflect amendments to Chinese Mainland regulations, references to “shareholders’ general meeting” throughout the text have been revised to “general meeting”, references to “independent director” have been revised to “independent non-executive director”, and the “connected transaction” and other related terminology have been standardised accordingly.
2. Updating references to applicable laws, regulations, normative documents, the Hong Kong Listing Rules, the Articles of Association and Hong Kong securities regulatory provisions, and deleting or merging contents that are redundant, no longer applicable or already covered by the Articles of Association.
3. In consequence of the deletion, addition, merger and restructuring of provisions, corresponding adjustments have been made to chapter numbers, article numbers, item numbers and cross-references, and individual provisions have been subject to textual refinement, reordering, punctuation corrections and format standardisation.

Mr. Xiang Wei, born in 1981, holds a bachelor's degree. He was a designer of Yazhi Integrated Housing Co., Ltd. (雅致集成房屋股份有限公司) from March 2004 to March 2005; a designer of Huaqiang Group (華強集團) from April 2005 to December 2006; a freelancer from January 2007 to March 2009; the general manager of Shenzhen Yuxuan Network Technology Co., Ltd. (深圳市宇軒網絡技術有限公司) from April 2009 to October 2020; the chairman and general manager of the Company since October 2020; and has been redesignated as an executive Director, chairman and general manager of the Company since March 2026.

Mr. Zeng Di, born in 1986, holds a bachelor's degree. He was successively an auditor, an audit manager and a senior audit manager of Deloitte Touche Tohmatsu Certified Public Accountants LLP Shenzhen Branch (德勤華永會計師事務所(特殊普通合夥)深圳分所) from July 2007 to December 2017; the deputy financial director of China First Capital Group Limited (中國首控集團有限公司) from January 2018 to November 2019; the financial director of Shenzhen Yuxuan Network Technology Co., Ltd. (深圳市宇軒網絡技術有限公司) from December 2019 to October 2020; a Director, the Board Secretary, a deputy general manager and the chief financial director of the Company since October 2020; and has been redesignated as an executive Director of the Company and appointed as a joint company secretary since March 2026.

As at the Latest Practicable Date, Mr. Xiang Wei had, or was deemed to have, an interest in 220,159,901 H Shares of the Company, and Mr. Zeng Di did not hold any shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Xiang Wei and Mr. Zeng Di (i) had no relationship with any Director, senior management member, substantial shareholder or controlling shareholder of the Company; (ii) did not hold any other position in the Group; (iii) had not held any directorship in any other listed company in the past three years; and (iv) did not have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, there is no information relating to the appointment of Mr. Xiang Wei and Mr. Zeng Di which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Xiang Wei and Mr. Zeng Di which need to be brought to the attention of the Shareholders.

The appointments of the above candidates as executive Directors will take effect upon approval by the Shareholders at the EGM. The Company will enter into a service contract with each of the Directors. The term of office of the executive Directors shall be three years from the date of approval at the EGM.

The above candidates for executive Directors will not receive any remuneration for serving as Directors, and will receive remuneration based on the actual positions held by them in the Group and their performance.

APPENDIX VI BIOGRAPHICAL DETAILS OF CANDIDATES FOR NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Mr. Peng Chao, born in 1983, holds a postgraduate degree. He worked at Guosen Securities Co., Ltd. (國信證券股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002736) from June 2007 to July 2016; served as the general manager at Shenzhen Grandway Capital Management Co., Ltd. (深圳市嘉遠資本管理有限公司) from August 2016 to December 2022; has served as an executive Director at Hainan Chaoyue Venture Capital Co., Ltd. (海南超越創業投資有限公司) since September 2021; has served a general manager at Hainan Chaoyue Venture Capital Co., Ltd. since September 2022; and has served a Director at Shenzhen Naso Tech Co., Ltd. (深圳市納設智能裝備有限公司), a semiconductor equipment company, since April 2019. He has served as a Director of the Company since October 2020 and has been redesignated as a non-executive Director of the Company since March 2026.

Mr. Zhao Pan, born in 1989, holds a postgraduate degree. He has successively served as risk control manager, risk control director and head of compliance and risk control at Shenzhen Fupeng Asset Management Co., Ltd. (深圳市福鵬資產管理有限公司) since August 2015; has also served as a Director at Guangdong Huada Internet Co., Ltd. (廣東華大互聯網股份有限公司) since July 2018. He has served as a Director of the Company since May 2025 and has been redesignated as a non-executive Director of the Company since March 2026.

As at the Latest Practicable Date, Mr. Peng Chao had, or was deemed to have, an interest in 9,005,874 H Shares of the Company, and Mr. Zhao Pan did not hold any shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Peng Chao and Mr. Zhao Pan (i) had no relationship with any Director, senior management member, substantial shareholder or controlling shareholder of the Company; (ii) did not hold any other position in the Group; (iii) had not held any directorship in any other listed company in the past three years; and (iv) did not have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, there is no information relating to the appointment of Mr. Peng Chao and Mr. Zhao Pan which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Peng Chao and Mr. Zhao Pan which need to be brought to the attention of the Shareholders.

The appointments of the above candidates as non-executive Directors will take effect upon approval by the Shareholders at the EGM. The Company will enter into a service contract with each of the Directors. The term of office of the non-executive Directors shall be three years from the date of approval at the EGM.

The above candidates for non-executive Directors will not receive any remuneration for serving as Directors.

APPENDIX VII BIOGRAPHICAL DETAILS OF CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Mr. Ran Long, born in 1972, holds a bachelor's degree. He was a teacher at Beijing Technology and Business University (北京工商大學) from June 1996 to May 2000; the director of the R&D Department of Yunnan Nantian Electronics Information Co., Ltd. (雲南南天電子信息產業股份有限公司) from June 2000 to April 2002; a senior technical manager, the chief technical expert for central state-owned enterprises and an industry director at Microsoft (China) Co., Ltd. (微軟(中國)有限公司) from May 2002 to July 2018; served as senior vice president at Deep Glint International Co., Ltd. (北京格靈深瞳信息技術股份有限公司) from July 2018 to July 2022; served as senior vice president at Beijing Business Inquiry Technology Co., Ltd. (北京商詢科技有限公司) from July 2022 to September 2023; the legal representative, general manager and financial director at Beijing Zhongzhi Technology Co., Ltd. (北京眾智科技有限公司) since September 2023. He has served as a Director of the Company since October 2023 and has been redesignated as an independent non-executive Director of the Company since March 2026.

Mr. Guo Fei, born in 1974, holds a doctoral degree, is a Certified Public Accountant of the PRC and a National High-end Accounting Talent (Academic) of the Ministry of Finance. Since 1996, he has served successively as an accountant of Huayuan Futures Brokerage Co., Ltd. (華遠期貨經紀有限公司), senior manager at the Research Institute of Minsheng Securities Co., Ltd. (民生證券股份有限公司) and other positions. He is currently a professor and doctoral supervisor at the accounting school of Zhongnan University of Economics and Law, and an independent Director of Dongshi Automotive Technology Group Co., Ltd., (東實汽車科技集團股份有限公司), CSG Digital Power Grid Research Institute Co., Ltd. (南方電網數字電網研究院股份有限公司), Suzhou Jufu Polymer Materials Co., Ltd. (蘇州聚複科技股份有限公司) and Hubei Forbon Technology Co., Ltd. (湖北富邦科技股份有限公司). He has served as a Director of the Company since December 2023 and has been redesignated as an independent non-executive Director of the Company since March 2026.

Ms. Wang Jing, born in 1984, holds a master's degree. She served as an associate at Fangda Partners (方達律師事務所) from July 2007 to November 2014; a senior legal consultant at Kering (China) Enterprise Management Co., Ltd. (開雲(中國)企業管理有限公司) from December 2014 to October 2019; and has served as the managing director and chief legal officer at Shanghai Hehong Jinghui Equity Investment Management Co., Ltd. (上海合弘景暉股權投資管理有限公司) since November 2019. She has served as a Director of the Company since May 2025 and has been redesignated as an independent non-executive Director of the Company since March 2026.

**APPENDIX VII BIOGRAPHICAL DETAILS OF CANDIDATES FOR
INDEPENDENT NON-EXECUTIVE DIRECTORS OF
THE THIRD SESSION OF THE BOARD OF DIRECTORS**

As at the Latest Practicable Date, Mr. Ran Long, Mr. Guo Fei and Ms. Wang Jing did not hold any shares of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Ran Long, Mr. Guo Fei and Ms. Wang Jing (i) had no relationship with any Director, senior management member, substantial shareholder or controlling shareholder of the Company; (ii) did not hold any other position in the Group; (iii) had not held any directorship in any other listed company in the past three years; and (iv) did not have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, there is no information relating to the appointment of Mr. Ran Long, Mr. Guo Fei and Ms. Wang Jing which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Ran Long, Mr. Guo Fei and Ms. Wang Jing which need to be brought to the attention of the Shareholders.

The appointments of the above candidates as independent non-executive Directors will take effect upon approval by the Shareholders at the EGM. The Company will enter into a service contract with each of the Directors. The term of office of the independent non-executive Directors shall be three years from the date of approval at the EGM.

If the resolution in relation to the adjustment of the allowance rates for independent non-executive Directors is approved by the Shareholders at the EGM, the allowance rates for the above candidate for independent non-executive Director will be RMB180,000 per annum (tax inclusive), payable on a regular basis after the relevant taxes and fees are withheld and paid.

NOTICE OF EXTRAORDINARY GENERAL MEETING



FS.COM Limited

深圳市飛速創新技術股份有限公司

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

(Stock code: 3355)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of FS.COM Limited (the “**Company**”) will be held at 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, PRC at 11:00 a.m. on Friday, October 16, 2026 for the purpose of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular dated September 30, 2026 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the change of registered office, and grant the Chairman or its authorized person(s) full authority to deal with matters relating to the industrial and commercial registration and filing; and
2. To consider and approve the amendments to the Articles of Association.

ORDINARY RESOLUTIONS (NON-CUMULATIVE VOTING SYSTEM)

3. To consider and approve the amendments to the internal corporate governance system;
 - 3.1 To consider and approve the amendments to the Independent Non-executive Director System
 - 3.2 To consider and approve the amendments to the Rules of Procedure for General Meetings
 - 3.3 To consider and approve the amendments to the Rules of Procedure of the Board of Directors

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS (CUMULATIVE VOTING SYSTEM)

4. To consider and approve the election of executive Directors of the third session of the Board of Directors;
 - 4.1 To re-elect Mr. Xiang Wei as an executive Director of the third session of the Board of Directors
 - 4.2 To re-elect Mr. Zeng Di as an executive Director of the third session of the Board of Directors
5. To consider and approve the election of non-executive Directors of the third session of the Board of Directors;
 - 5.1 To re-elect Mr. Peng Chao as a non-executive Director of the third session of the Board of Directors
 - 5.2 To re-elect Mr. Zhao Pan as a non-executive Director of the third session of the Board of Directors
6. To consider and approve the election of independent non-executive Directors of the third session of the Board of Directors;
 - 6.1 To re-elect Mr. Ran Long as an independent non-executive Director of the third session of the Board of Directors
 - 6.2 To re-elect Mr. Guo Fei as an independent non-executive Director of the third session of the Board of Directors
 - 6.3 To re-elect Ms. Wang Jing as an independent non-executive Director of the third session of the Board of Directors

ORDINARY RESOLUTION (NON-CUMULATIVE VOTING SYSTEM)

7. To consider and approve the proposed adjustment to the allowance rates for the independent non-executive Directors; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS (CUMULATIVE VOTING SYSTEM)

8. To consider and approve the election of candidates for non-employee representative supervisors of the third session of the Supervisory Committee.
 - 8.1 To re-elect Ms. Duan Ting as a non-employee representative supervisor of the third session of the Supervisory Committee
 - 8.2 To re-elect Ms. Zhu Yue as a non-employee representative supervisor of the third session of the Supervisory Committee

Details of the above resolutions proposed at the EGM are contained in the Circular, which is available on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fs.com).

By order of the Board
FS.COM Limited
Xiang Wei
Chairman and Executive Director

Guangdong, PRC, September 30, 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolutions at the EGM (except for any resolution relating to a procedural or administrative matter which the chairman decides to allow to be voted on by a show of hands) will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
2. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote at the meeting in his/her stead. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall have one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the EGM or the adjourned meeting (as the case may be) (i.e. 11:00 a.m. on Thursday, October 15, 2026 (Hong Kong time)). Completion and delivery of the form of proxy will not preclude Shareholders of the Company from attending and voting at the EGM in person and, in such event, the aforementioned form of proxy shall be deemed to have been revoked.
4. In order to determine the entitlement to attend and vote at the EGM, the Company will suspend registration for transfer of shares from Tuesday, October 13, 2026 to Friday, October 16, 2026 (both dates inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, October 12, 2026. Shareholders whose names appear on the register of members of the Company on Friday, October 16, 2026 shall be entitled to attend and vote at the EGM.
5. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. The contact details of the Company are as follows:

Address: 1903-1904, Block C, China Resources Land Building, Da Chong Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, the PRC

Email: ir@feisu.com
8. Shareholders who attend the EGM in person or their proxies shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies who attend the EGM must produce their identity documents for identification. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by its board or other governing body shall produce the authorization documents of the board or other governing body of such Shareholder appointing such person to attend the EGM.