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Pharmaron Beijing Co., Ltd.*

康龍化成(北京)新藥技術股份有限公司

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

(Stock Code: 3759)

**(1) PROPOSED INCREASE IN THE REGISTERED CAPITAL;
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of Pharmaron Beijing Co., Ltd.* (康龍化成(北京)新藥技術股份有限公司) (the “**Company**”) hereby announces that, the Board resolved and approved, among others: (i) the proposed increase in the registered capital of the Company; and (ii) the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

1. PROPOSED INCREASE IN REGISTERED CAPITAL

On February 1, 2023, the Company has completed the relevant registration and listing and circulation procedures of a total of 156,925 A shares of the Company, being the underlying restricted shares attributed during the first attribution tranche pursuant to the 2021 A Share Incentive Scheme.

As a result of the aforesaid matters, the registered capital and the total number of shares of the Company shall be changed accordingly. The total number of shares of the Company has increased from 1,191,067,629 shares to 1,191,224,554 shares and the registered capital has increased from RMB1,191,067,629 to RMB1,191,224,554. In light of the changes of the registered capital of the Company above, the Board proposed to increase the registered capital of the Company from RMB1,191,067,629 (divided into 1,191,067,629 shares) to RMB1,191,224,554 (divided into 1,191,224,554 shares).

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the increase in the registered capital of the Company, and in order to (i) conform to the latest applicable laws of the People's Republic of China and the core shareholder protection standards as provided in the latest version of Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (ii) incorporate certain housekeeping amendments, the Board resolved and approved, among others, the following proposed amendments (collectively, the “**Proposed Amendments**”) to the Articles of Association:

Before Amendment	After Amendment
Article 2 The Company is a foreign-funded joint stock limited company established through generally converting Pharmaron Beijing Co., Ltd. in accordance with the Company Law, Provisional Regulations on the Establishment of Foreign-Funded Joint Stock Companies Limited, the Special Provisions and other relevant provisions.	Article 2 The Company is a foreign-funded joint stock limited company established through generally converting Pharmaron Beijing Co., Ltd. in accordance with the Company Law and other relevant provisions.
Article 6 The registered capital of the Company is RMB1,191,067,629.	Article 6 The registered capital of the Company is RMB1,191,224,554 .
–	Article 12 (New) The Company shall establish the organization of the Communist Party and carry out Party activities in accordance with the relevant regulations of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the organization of the Communist Party.
Article 21 The shareholding structure of the Company is: 1,191,067,629 ordinary shares, including 990,042,879 shares held by holders of domestic-listed domestic shares, and 201,024,750 shares held by holders of H shares.	Article 22 The shareholding structure of the Company is: 1,191,224,554 ordinary shares, including 990,199,804 shares held by holders of domestic-listed domestic shares, and 201,024,750 shares held by holders of H shares.
Article 24 The Company and subsidiaries of the Company (including affiliates of the Company) do not provide any assistance to a person who is acquiring or is proposing to acquire shares of the Company by way of gift, advancement, guarantee, indemnity or loans or other means.	Article 25 The Company and subsidiaries of the Company (including affiliates of the Company) may not provide any assistance to a person who is acquiring or is proposing to acquire shares of the Company by way of gift, advancement, guarantee, indemnity or loans or other means.

Article 30 Where the Company buy-backs its shares through an off-market agreement, it shall seek prior approval of the shareholders' general meeting in accordance with the Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner. The contract for the share buy-back referred to in the preceding paragraph includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back. The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder. **With regard to the redeemable shares that the Company has the power to buy-back, if they are not bought back on the market or by way of tender, the prices of these shares shall not exceed a maximum price; if they are bought back by way of tender, the tenders shall be available and proposed to all shareholders alike.**

Article 31 The repurchase of shares of the Company by an off-market agreement outside a stock exchange shall be approved in advance by the general meeting in accordance with the provisions of the Articles of Association. The Company may rescind or revise a contract entered into in the aforementioned manner or waive any of its rights thereunder with prior approval of the shareholders' general meeting obtained in the same manner. The contract for the share buy-back referred to in the preceding paragraph includes but not limited to agreements assuming obligations of share buy-back and acquiring the rights of the shares bought back. The Company shall not assign a contract for repurchasing its own shares or any of its rights thereunder.

Article 34 Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time.

Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is kept.

All H Shares which have been fully paid up are freely transferable according to the Articles of Association; provided, unless such transfer complies with the following requirements, the board of directors may refuse to acknowledge any instrument of transfer and will not need to provide any reason therefor:

- (I) **Instrument of transfer and other documents relating to or affecting the title to any H Shares shall be registered, and the expense for registration shall be paid to the Company in an amount as stipulated in the Hong Kong Listing Rules, and the expense shall not exceed the maximum expense as required in the Hong Kong Listing Rules from time to time;**
- (II) The transfer instrument involves only the H Shares;
- (III) The stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid;
- (IV) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided;

Article 35 Different parts of the register of shareholders shall not overlap. No transfer of the shares registered in any part of the register shall be registered in any other part of the register of shareholders at the same time.

Alteration or rectification of each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is kept.

The board of directors may refuse to acknowledge any instrument of transfer and will not need to provide any reason therefor unless such transfer complies with the following requirements:

- (I) The transfer instrument involves only the H Shares;
- (II) The stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid;
- (III) The relevant share certificates and evidence reasonably required by the board of directors showing that the transferor has the rights to transfer such shares shall be provided;

.....

All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time.

<p>(V) If the shares are proposed to be transferred to joint holders, the number of such joint shareholders shall not be more than four;</p> <p>(VI) The relevant shares are free of any lien in favor of the Company.</p> <p>.....</p> <p>All transfer instruments shall be kept at the legal address of the Company or any address specified by the board of directors from time to time.</p>	
<p>Article 41 The share certificates of the Company shall be in registered form. The following particulars shall be stated on a share certificate:</p> <p>.....</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “no voting rights” must appear in the designation of such shares. Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting rights” or “limited voting rights”. The Company may issue overseas-listed shares in the form of overseas depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and deposit of securities in the place where the shares of the Company are listed.</p>	<p>Article 42 The share certificates of the Company shall be in registered form. The following particulars shall be stated on a share certificate:</p> <p>.....</p> <p>The Company may issue overseas-listed shares in the form of overseas depository receipts or other derivative means of shares in accordance with the laws and the practice of registration and deposit of securities in the place where the shares of the Company are listed.</p>

<p>Article 43 The share certificates shall be signed by the chairman of the board of directors. Where the signatures of other senior management of the Company are required by the securities regulatory authorities of the place(s) in which the Company's shares are listed, the share certificates shall also be signed by such other senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The share certificates shall only be affixed with the Company's seal under the authorization of the board of directors. The signature of chairman of the board of directors or other senior management of the Company on the share certificates may also be in printed form. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities where the shares of the Company are listed shall prevail.</p>	<p>Article 44 The share certificates shall be signed by the chairman of the board of directors. Where the signatures of other senior management of the Company are required by the securities regulatory authorities of the place(s) in which the Company's shares are listed, the share certificates shall also be signed by such other senior management. The signature of chairman of the board of directors or other senior management of the Company on the share certificates may also be in printed form. In case of scriptless issue and trading of the shares of the Company, the applicable provisions provided by the securities regulatory authorities where the shares of the Company are listed shall prevail.</p>
<p>Article 44 The Company shall maintain a register of shareholders, which shall contain the following particulars:</p> <p>.....</p> <p>If two or more persons are registered as joint holders of any of the shares, they shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions:</p> <p>(I) The Company shall register for no more than four persons as the joint shareholders of any shares;</p> <p>(II) All the joint shareholders of any shares shall be jointly and severally liable for all amounts payable for the relevant shares;</p> <p>.....</p>	<p>Article 45 The Company shall maintain a register of shareholders, which shall contain the following particulars:</p> <p>.....</p> <p>If two or more persons are registered as joint holders of any of the shares, they shall be deemed as joint owners of relevant shares, but shall be subject to the following conditions:</p> <p>(I) All the joint shareholders of any shares shall be jointly and severally liable for all amounts payable for the relevant shares;</p> <p>.....</p>

<p>Article 45 The Company may, pursuant to the understanding and agreements made between the securities competent authorities of the State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) for management. All transfer instruments shall be placed at the legal address of the Company or at the address specified by the board of directors from time to time. The original register of holders of shares listed in Hong Kong Stock Exchange shall be kept in Hong Kong, and the Company shall keep a duplicate of the register of holders of overseas-listed foreign shares at the Company's address; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</p>	<p>Article 46 The Company may, pursuant to the understanding and agreements made between the securities competent authorities of the State Council and overseas securities regulatory authorities, keep the register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) for management. All transfer instruments shall be placed at the legal address of the Company or at the address specified by the board of directors from time to time. The original register of holders of shares listed in Hong Kong Stock Exchange shall be kept in Hong Kong, and the Company shall keep a duplicate of the register of holders of overseas-listed foreign shares at the Company's address and make it available for access by shareholders; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of overseas-listed foreign shares, the original version shall prevail.</p>
<p>Article 55 Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(VIII) Other rights conferred by law, administrative regulations, departmental regulations, listing rules of the place where the shares of Company are listed and the Articles of Association.</p> <p>The Company shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p>Article 56 Shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(VIII) Other rights conferred by law, administrative regulations, departmental regulations, listing rules of the place where the shares of Company are listed and the Articles of Association.</p>

Article 60 Shareholders of ordinary shares of the Company shall have the following obligations:

.....

(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;

Where shareholders of the Company abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws. Where shareholders of the Company abuse Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

(V) To be liable for obligations as required by the laws, administrative regulations, departmental rules, normative documents and listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association.

Article 61 Shareholders of ordinary shares of the Company shall have the following obligations:

.....

(IV) Not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;

(V) **To be liable for obligations as required by the laws, administrative regulations, departmental rules, normative documents and listing rules of stock exchange of the place where the shares of the Company are listed and the Articles of Association.**

Where shareholders of the Company abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, such shareholders shall be legally liable for compensation according to laws. Where shareholders of the Company abuse Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Shareholders are not liable for making any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

<p>Article 62 The controlling shareholders and actual controller of the Company shall not use their affiliation to jeopardize the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company.</p> <p>The controlling shareholders and actual controller of the Company shall have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws, and the controlling shareholders shall not infringe the legitimate rights and interests of the Company and other shareholders of the Company through profit distribution, asset restructuring, foreign investment, appropriation of capital, offering loans, security, and shall not make use of their controlling status to jeopardize the interests of the Company and other shareholders of the Company.</p>	<p>Article 63 The controlling shareholders and actual controller of the Company shall not use their affiliation to jeopardize the interests of the Company; otherwise, they shall make compensation for the loss incurred by the Company.</p> <p>The controlling shareholders and actual controller of the Company shall have fiduciary duties towards the Company and shareholders of public shares of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws, and the controlling shareholders shall not infringe the legitimate rights and interests of the Company and shareholders of public shares of the Company through profit distribution, asset restructuring, foreign investment, appropriation of capital, offering loans, security, and shall not make use of their controlling status to jeopardize the interests of the Company and shareholders of public shares of the Company.</p> <p>.....</p>
<p>Article 66 The shareholders' general meeting is the body exercising the authority of the Company and shall exercise the following duties and powers in accordance with the law:</p> <p>.....</p> <p>(XV) To consider share incentive plans;</p> <p>.....</p>	<p>Article 67 The shareholders' general meeting is the body exercising the authority of the Company and shall exercise the following duties and powers in accordance with the law:</p> <p>.....</p> <p>(XV) To consider share incentive plans and employee shareholding plans;</p> <p>.....</p>

Article 67 The external investment, purchase and disposal of assets, external guarantee, consigned financial management, connected transactions and others to be submitted to the shareholders' general meeting for consideration after consideration and approval by the board of directors are as follows:

.....

(II) The following guarantees of the Company (including the guarantee provided to controlling subsidiaries) shall be considered and passed at the shareholders' general meeting:

.....

4. Any guarantee provided upon the total amount of guarantee to third parties provided by the Company **reaching or** exceeding 30% of the Company's latest audited total assets;

.....

The target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company, thereby such financial assistance shall be exempted from the provisions mentioned above. The Company shall not provide financial assistance such as funds to its connected parties including directors, supervisors, senior management, controlling shareholders, actual controllers and their controlling subsidiaries.

Article 68 The external investment, purchase and disposal of assets, external guarantee, consigned financial management, connected/**related** transactions and others to be submitted to the shareholders' general meeting for consideration after consideration and approval by the board of directors are as follows:

.....

(II) The following guarantees of the Company (including the guarantee provided to controlling subsidiaries) shall be considered and passed at the shareholders' general meeting:

.....

4. Any guarantee provided upon the total amount of guarantee to third parties provided by the Company exceeding 30% of the Company's latest audited total assets;

.....

The target of financial assistance is a controlling subsidiary included in the consolidated financial statements of the Company and owned as to over 50% by the Company and the shareholders of such controlling subsidiary are not the controlling shareholders or the actual controller and its connected parties of the Company, thereby such financial assistance shall be exempted from the provisions mentioned above.

The Company shall not provide financial assistance such as funds to its connected parties including directors, supervisors, senior management, controlling shareholders, actual controllers and their controlling subsidiaries. Where other shareholders of the affiliated joint-stock company (the affiliated corporation with the participation of the Company and in compliance with the provisions of the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange ChiNext Market, excluding the subjects controlled by the controlling shareholders, actual controllers and affiliates of the Company) provide the similar financial assistance in proportion to capital distribution, the financial assistance provided for such affiliated joint-stock company by the Company shall, in addition to the approval of more than half of the uninterested directors, be considered and approved by more than two thirds of the uninterested directors present at the board meeting and submit to the shareholders' general meeting for consideration.

Save as specified above, other shareholders of the Company shall, in principle, provide the similar financial assistance in proportion to capital distribution if the Company provides financial assistance for the controlling subsidiaries and joint-stock companies. In case of failure to provide such assistance, such shareholders shall state the reasons, the excuse for the interests of the Company being free from damage, and whether the Company has required other shareholders mentioned above to provide corresponding guarantees.

	<p>(VI) The transactions between the Company and controlling subsidiaries within the scope of consolidated statements or between such controlling subsidiaries may be exempted from disclosure and execution of the corresponding procedures, unless otherwise provided by the stock exchange where the Company's shares are listed or the Articles of Association.</p>
<p>Article 69 The Company shall convene an extraordinary shareholders' general meeting within 2 months upon the occurrence of the following events:</p> <p>.....</p> <p>(III) Shareholders individually or jointly holding 10% or more of the shares of the Company request to convene an extraordinary shareholders' general meeting;</p>	<p>Article 70 The Company shall convene an extraordinary shareholders' general meeting within 2 months upon the occurrence of the following events:</p> <p>.....</p> <p>(III) Shareholders individually or jointly holding 10% or more of the shares of the Company request to convene an extraordinary shareholders' general meeting on a one vote per share basis;</p>
<p>.....</p> <p>Article 74 A shareholder who requests to convene a class shareholder meeting shall proceed in accordance with the following procedures:</p> <p>(I) Shareholders either individually or collectively holding more than 10% (inclusive) of the shares of the Company may, through signing one or more copies of written requisition(s) in the same form and content stating the topics to be discussed at the meeting, require the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall, pursuant to laws, administrative regulations, the listing rules of the place where shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving aforesaid written requisition(s);</p>	<p>.....</p> <p>Article 75 A shareholder who requests to convene a shareholder meeting shall proceed in accordance with the following procedures:</p> <p>(I) On a one vote per share basis, shareholders either individually or collectively holding more than 10% (inclusive) of the shares of the Company may, through signing one or more copies of written requisition(s) in the same form and content stating the topics to be discussed at the meeting, require the board of directors to convene an extraordinary general meeting or a class meeting. The board of directors shall, pursuant to laws, administrative regulations, the listing rules of the place where shares of the Company are listed and the Articles of Association, furnish a written reply stating its agreement or disagreement to the convening of an extraordinary general meeting within 10 days after receiving aforesaid written requisition(s);</p>

.....

(III) In the event that the board of directors does not agree to convene an extraordinary general meeting or a class meeting, or does not furnish any reply within 10 days after receiving such requisition(s), shareholders individually or collectively holding 10% or more of the Company's shares shall be entitled to propose to the supervisory committee to convene the extraordinary general meeting or the class meeting, provided that such proposal shall be made in writing. In the event that the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, the notice of the general meeting or the class meeting shall be issued within 5 days after receiving such requisition(s). Any changes to the original **proposal** made in the notice shall require prior approval of the shareholders concerned. Failure of the supervisory committee to issue the notice of the general meeting or the class meeting within required time frame shall be deemed as failure of the supervisory committee to convene and preside over a general meeting, in which case, shareholders individually or collectively holding 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over the meeting on his/her/their own. If the shareholders convene and hold a meeting because the board of directors does not hold the meeting as mentioned above, the reasonable expenses incurred by the shareholders shall be borne by the Company and deducted from the amount owed by the Company to the defaulting directors.

.....

(III) In the event that the board of directors does not agree to convene an extraordinary general meeting or a class meeting, or does not furnish any reply within 10 days after receiving such requisition(s), shareholders individually or collectively holding 10% or more of the Company's shares shall be entitled to propose to the supervisory committee to convene the extraordinary general meeting or the class meeting **on a one vote per share basis**, provided that such proposal shall be made in writing. In the event that the supervisory committee agrees to convene an extraordinary general meeting or a class meeting, the notice of the general meeting or the class meeting shall be issued within 5 days after receiving such requisition(s). Any changes to the original **request** made in the notice shall require prior approval of the shareholders concerned. **Where the supervisory committee does not agree to convene an extraordinary general meeting or a class meeting or fails** to issue the notice of the general meeting or the class meeting within required time frame shall be deemed as failure of the supervisory committee to convene and preside over a general meeting, in which case, shareholders individually or collectively holding 10% or more of the Company's shares for 90 consecutive days or more may, **on a one vote per share basis**, convene and preside over the meeting on his/her/their own. If the shareholders convene and hold a meeting because the board of directors does not hold the meeting as mentioned above, the reasonable expenses incurred by the shareholders shall be borne by the Company and deducted from the amount owed by the Company to the defaulting directors.

Article 75 Where the supervisory committee or shareholders decide(s) to convene the shareholders' general meeting by itself/ themselves, it/they shall send out a written notice to the board of directors, and shall file with **the dispatched office of CSRC at the locality of the Company** and the stock exchange of the place where shares of the Company are listed.

The shareholding of the convening shareholders shall not be lower than 10% during the period from the date of announcing the notice of general meeting to the conclusion of the general meeting.

The convening shareholder shall submit relevant evidence to **the dispatched office of CSRC at the locality of the Company** and the stock exchange of the place where shares of the Company are listed upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.

Article 76 Where the supervisory committee or shareholders decide(s) to convene the shareholders' general meeting by itself/ themselves, it/they shall send out a written notice to the board of directors, and shall file with the stock exchange of the place where shares of the Company are listed.

The shareholding of the convening shareholders shall not be lower than 10% during the period from the date of announcing the notice of general meeting to the conclusion of the general meeting.

The supervisory committee or convening shareholder shall submit relevant evidence to the stock exchange of the place where shares of the Company are listed upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.

Article 79 When a general meeting is convened by the Company, the board of directors, the supervisory committee or shareholders individually or jointly holding 3% or more of the shares of the Company shall be entitled to raise proposals to the Company.

Shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposed resolutions in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of the proposals and announce the contents thereof. If the notice period of the supplemental notice fails to meet the relevant provisions of the listing rules of the stock exchange where the Company's shares are listed, the convener shall postpone the convening of the general meeting and issue the notice of extension in accordance with the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals.

The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice or are inconsistent with Article 78 hereof.

Article 80 When a general meeting is convened by the Company, the board of directors, the supervisory committee or shareholders individually or jointly holding 3% or more of the shares of the Company shall be entitled to raise proposals to the Company. **The shareholders who raise the ad hoc proposed resolutions shall provide the convener with supporting documents certifying that they hold more than 3% of the Company's shares. Where shareholders make a joint proposal through entrustment, the entrusting shareholder shall issue a written authorization document to the entrusted shareholder.**

On a one vote per share basis, shareholders individually or jointly holding 3% or more of the shares of the Company may submit ad hoc proposed resolutions in writing to the convener of the general meeting 10 days before the convening of the general meeting. **The letter of ad hoc proposal shall include the name and particulars of proposal, the statement made by the proposer that the proposal conforms to the provisions of the Rules for General Meeting of Listed Companies and the listing rules of the stock exchange where the Company's shares are listed and the statement made by the proposer guaranteeing the authenticity of the shareholding proof documents and power of attorney provided by the proposer.** The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of the proposals and announce the contents thereof. If the notice period of the supplemental notice fails to meet the relevant provisions of the listing rules of the stock exchange where the Company's shares are listed, the convener shall postpone the convening of the general meeting and issue the notice of extension in accordance with the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals.

The general meeting shall neither vote nor make a resolution on any proposals that are not included in the notice or are inconsistent with Article 79 hereof.

Where a shareholder puts forward an ad hoc proposed resolutions for the general meeting, none of the following circumstances shall exist:

- (I) The shareholders who put forward the proposal do not meet the subject qualification requirements such as shareholding ratio;**
- (II) Exceeding the time limit specified for the proposal;**
- (III) The proposal is not within the terms of reference of the shareholders' general meeting;**
- (IV) The proposal has no clear agenda or specific resolution matters;**
- (V) The content of the proposal violates laws and regulations and relevant provisions of the of the stock exchange where the Company's shares are listed;**
- (VI) The proposal does not conform to the provisions of the Articles of Association.**

<p>Article 82 A notice of shareholders' general meeting shall:</p> <p>.....</p> <p>(IX) specify the record date of shareholdings of shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) state the names and telephone numbers of the contact persons for the general meeting.</p> <p>.....</p> <p>If a general meeting is held online or otherwise, the designated time and procedure for voting online or through other means shall be expressly stated in the notice of such meetings. The starting time for voting through the online voting system at a general meeting is 9:15 am on the day the general meeting is held, and the voting shall conclude at 3:00 pm on the day on which the on-site general meeting held is adjourned. The time for online voting through the trading system of Shenzhen Stock Exchange shall be the trading hours on the day the general meeting is convened. If there are any special requirements under listing rules of stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.</p> <p>.....</p>	<p>Article 83 A notice of shareholders' general meeting shall:</p> <p>.....</p> <p>(IX) specify the record date of shareholdings of shareholders entitled to attend the shareholders' general meeting;</p> <p>(X) state the names and telephone numbers of the contact persons for the general meeting;</p> <p>(XI) specify the voting time and voting procedures of the meeting for the online voting or other means of voting.</p> <p>.....</p> <p>The starting time for voting through the online voting system at a general meeting is 9:15 am on the day the general meeting is held, and the voting shall conclude at 3:00 pm on the day on which the on-site general meeting held is adjourned. The time for online voting through the trading system of Shenzhen Stock Exchange shall be the trading hours on the day the general meeting is convened. If there are any special requirements under listing rules of stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.</p> <p>.....</p>
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Article 87 All holders of ordinary shares listed on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company may attend the shareholders' general meeting in person or appoint one or more persons (whether or not such persons are shareholders) as his proxies to attend and vote on his behalf, and the proxies so appointed may exercise the following rights pursuant to the authorizations from such shareholder:

- (I) The shareholder's rights to speak at the shareholders' general meeting;
- (II) The rights to demand by himself or jointly with others in voting by way of poll;
- (III) The rights to vote, **except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.**

Article 88 All holders of ordinary shares listed on the register of shareholders on the shareholding record date or their proxies shall be entitled to attend the shareholders' general meeting and vote in accordance with relevant laws, regulations, listing rules of the place where the shares of the Company are listed and the Articles of Association.

Each shareholder entitled to attend and vote at the general meeting may attend and vote personally or by appointing one person (who is not necessary to be a shareholder(s)) as his proxy (proxies). The proxy (proxies) may, as authorized by the shareholder, exercise the following rights:

- (I) The shareholder's rights to speak at the shareholders' general meeting;
- (II) The rights to demand by himself or jointly with others in voting by way of poll;
- (III) The rights to vote.

If a shareholder is cooperation, it may appoint one proxy to attend and vote at any general meetings of the Company, and such presence through appointment of proxy shall be deemed to attend in person. Such shareholder may authorize its proxy to sign the proxy form.

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant laws of the place where the shares of the Company are listed, he/she **may authorize one or more proxy(ies) as he/she thinks fit** to act as his/her proxy(ies) at any general meeting or class meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. The proxy form shall be signed by the personnel authorized by the recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.

If a shareholder is a recognized clearing house or its agent within the meaning of the relevant laws of the place where the shares of the Company are listed, he/she **is entitled to appoint proxy or the representative of the Company** to act as his/her proxy(ies) at any general meeting, class **meeting or creditors'** meeting. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. The proxy form shall be signed by the personnel authorized by the recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the rights of the recognized clearing house or their agent (**including the rights to speak and vote**), as if they were the individual shareholders of the Company.

Article 106 The following matters shall be passed by way of a special resolution at a shareholders' general meeting:

- (I) The increase or reduction of the registered capital and the issuance of any kinds of shares, warrants and other similar securities by the Company;**
- (II) The issuance of corporate bonds;**
- (III) The division, merger, dissolution and liquidation;**
- (IV) The amendment to the Articles of Association;**
- (V) The Company's purchases or disposals of material assets or the provision of guarantees within one year, which are more than 30% of the latest audited total assets of the Company;**
- (VI) Share incentive plan;**
- (VII) Other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association and those that the shareholders' general meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.**

Article 107 The following matters shall be passed by way of a special resolution at a shareholders' general meeting:

- (I) Amendment of the Articles of Association and its appendixes (including the rules of procedure for general meetings, the rules of procedure for meetings of the Board and the rules of procedure for meetings of the Supervisory Committee) (regardless of the form);**
- (II) Amendment or abolition of all or any right appended to any class shares;**
- (III) Increase or reduction of the registered capital;**
- (IV) The Merger, division, dissolution, liquidation (including voluntary liquidation) or changes in the organizational form of the Company;**
- (V) Spin-off of subsidiaries for listing;**
- (VI) Purchases or disposals of material assets or the guarantees within twelve consecutive months which are more than 30% of the latest audited total assets of the Company;**
- (VII) Issuance by the Company of shares, convertible bonds and other securities as recognized by CSRC;**

(VIII) Repurchase of shares for the purpose of reducing the registered capital;

(IX) Restructuring of major assets;

(X) Share incentive plan;

(XI) Resolution of the shareholders' general meeting of the listed company to voluntarily withdraw its shares from the stock exchange in the place where the shares of the Company are listed and traded, and the decision to cease the trading on any stock exchange or to apply for trading or transfer on other trading venues;

(XII) Other matters required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association and those that the shareholders' general meeting by way of an ordinary resolution concluded that may have a material impact on the Company and require adoption by way of a special resolution.

The resolutions mentioned in items (V) and (XI) in the preceding paragraph, in addition to being required to be passed by more than two thirds of voting rights held by shareholders present at the shareholders' general meeting, requires also the approval of more than two thirds of voting rights held by other shareholders present at the meeting excluding the Company's directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the listed company's shares.

Article 107 When shareholders (including their proxies) vote at the shareholders' general meeting, they shall exercise their voting rights according to the number of voting shares they represent. Each share shall carry one voting right.

.....

Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting.

The Company's Board, independent non-executive directors, and holders of domestic-listed domestic shares holding more than 1% of the voting shares **may act as proxy solicitors and, by themselves or through their appointed securities companies or securities service institutions, publicly invite the shareholders to entrust it to attend the shareholders' general meetings and exercise the rights of shareholders, such as to propose and vote on resolutions, on their behalf.** If there are any special requirements under listing rules of stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.

If the rights of shareholders are solicited in accordance with the preceding paragraph, the proxy solicitors shall disclose the solicitation documents and the Company shall cooperate.

Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for collecting voting rights.

Article 108 Shareholders shall be entitled to speak and vote at the shareholders' general meeting, unless individual shareholder shall, subject to the provisions of Listing Rules, waive the right to vote in respect to certain matters. Shareholders (including proxies) shall exercise their voting rights by the number of voting Shares they represent, and each Share shall have one vote.

.....

Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a shareholders' general meeting. **Where a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of voting shares of the shareholders attending the general meeting.**

The Company's Board, independent non-executive directors, and holders of domestic-listed domestic shares holding more than 1% of the voting shares **or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC, may publicly solicit voting rights from shareholders.** If there are any special requirements under listing rules of stock exchange in the place where the shares of the Company are listed, such requirements shall prevail.

	<p>When soliciting voting rights from the shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of shareholders' voting rights.</p>
<p>Article 110 The Company shall, subject to the shareholders' general meetings being legally and validly held, make it convenient for the shareholders to attend the shareholders' general meetings through various means, including using modern information technology to establish an online voting platform in priority.</p>	<p>Deleted</p>
<p>Article 112 The list of candidates for director and supervisor shall be proposed to the shareholders' general meeting for voting.</p> <p>Candidates for directors of the first session of the board of directors and candidates for the non-employee representative supervisors of the first session of the supervisory committee of the Company are nominated by promoters. The ways and procedures for nominating directors and supervisors for other sessions are:</p> <p>.....</p>	<p>Article 112 The list of candidates for director and supervisor shall be proposed to the shareholders' general meeting for voting.</p> <p>The ways and procedures for nominating directors and supervisors of the Company are:</p> <p>.....</p>

Article 116 Voting at a shareholders' general meeting shall be in the form of a show of hands unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed, otherwise required by other laws and regulations or a poll is (before or after any vote by show of hands) demanded by the following persons:

.....

(III) one or more shareholders (including proxies) individually or jointly holding more than 10% (inclusive) of all shares carrying voting rights at the meeting. Unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed or demanded by any person in the meeting, or otherwise required by other laws and regulations, the chairman of the meeting shall declare whether a resolution has been passed based on a show of hands and record the result in the minutes of meeting as the conclusive evidence. There is no need to provide evidence of the number or percentage of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand.

.....

Article 116 Voting at a shareholders' general meeting shall be in the form of a show of hands unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed, otherwise required by other laws and regulations or a poll is (before or after any vote by show of hands) demanded by the following persons:

.....

(III) one or more shareholders (including proxies) individually or jointly holding more than 10% (inclusive) of all shares carrying voting rights at the meeting **on a one vote per share basis**. Unless a poll is required by the relevant requirements of securities regulatory authorities of the place where the shares of the Company are listed or demanded by any person in the meeting, or otherwise required by other laws and regulations, the chairman of the meeting shall declare whether a resolution has been passed based on a show of hands and record the result in the minutes of meeting as the conclusive evidence. There is no need to provide evidence of the number or percentage of votes in favour of or against such resolution. The demand for a poll may be withdrawn by the person who makes such demand.

.....

Article 121 Before voting on a proposal at the shareholders' general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder has **interests or conflicts** in the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes.

.....

Article 121 Before voting on a proposal at the shareholders' general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If any shareholder **is connected** with the matters to be considered, such shareholder and its proxy shall not participate in the counting or scrutinizing of votes.

.....

<p>Article 129 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Apart from holders of other classes of shares, holders of domestic shares and H shares are regarded as shareholders of different classes. If appropriate, the Company shall ensure enough voting rights of the shareholders of preferred shares.</p>	<p>Article 129 Shareholders who hold different classes of shares shall be shareholders of different classes. Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Apart from holders of other classes of shares, holders of domestic shares and H shares are regarded as shareholders of different classes.</p>
<p>Article 141 The methods and procedures to nominate directors are as follows:</p> <p>.....</p> <p>(III) the written notice on intention for nominating candidates for directors and candidates' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the general meeting and no later than the 7th day prior to the convention of the general meeting. Where relevant nominees are nominated as directors in accordance with the provisions of this Article, relevant proposals shall comply with the relevant provisions of Article 79 of the Articles of Association. The Company shall give relevant nominees and candidates for directors at least 7 days to submit the aforesaid notice and document (this period is calculated from the day after the issue date of the notice of the general meeting). The candidates for directors who accept the nominations shall promise that the information publicly disclosed about them is true and complete, and that they will diligently fulfill the duties as directors if elected.</p>	<p>Article 141 The methods and procedures to nominate directors are as follows:</p> <p>.....</p> <p>(III) the candidates for directors who accept the nominations shall promise that the information publicly disclosed about them is true and complete, and that they will diligently fulfill the duties as directors if elected.</p>

<p>Article 143 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall make relevant disclosure within two (2) days.</p> <p>.....</p> <p>Any director appointed to fill a casual vacancy or as an addition to the board of directors shall hold office only until the next annual general meeting of the Company and shall be eligible for re-election at the meeting.</p>	<p>Article 143 A director may resign before expiry of his/her term of service. When a director resigns, he shall submit a written resignation notice to the board of directors. The board of directors shall make relevant disclosure within two (2) days.</p> <p>.....</p> <p>Any director appointed to fill a casual vacancy or as an addition to the board of directors shall hold office only until the first general meeting after his/her appointment of the Company and shall be eligible for re-election at the meeting.</p>
<p>Article 150 The board of directors shall perform the following duties:</p> <p>.....</p> <p>(VIII) to decide on matters relating to the Company's external investment, acquisitions or disposal of assets, mortgage of assets, external guarantee, entrusted wealth management and connected transactions as authorized by general meetings;</p> <p>(IX) to decide on the establishment of the Company's internal management structure;</p> <p>(X) to appoint or dismiss the Company's manager, secretary to the board of directors; based on the nominations of the chairman of the board of directors, to appoint or dismiss the secretary to the board of directors, and based on the nominations of the manger, to appoint or dismiss the deputy manager, financial manager and other senior management of the Company and to determine their remuneration and rewards and penalties;</p>	<p>Article 150 The board of directors shall perform the following duties:</p> <p>.....</p> <p>(VIII) to decide on matters relating to the Company's external investment, acquisitions or disposal of assets, mortgage of assets, external guarantee, entrusted wealth management, connected transactions and external donations as authorized by general meetings;</p> <p>(IX) to decide on the establishment of the Company's internal management structure;</p> <p>(X) to decide on the appoint or dismissal the Company's manager, secretary to the board of directors and other senior management, and their remuneration and rewards and penalties; based on the nominations of the manger, to appoint or dismiss the deputy manager, financial manager and other senior management of the Company and to determine their remuneration and rewards and penalties;</p>

<p>.....</p>	<p>.....</p> <p>The board of directors of the Company shall have the audit committee, and establish the nomination committee, remuneration and appraisal Committee, and other relevant special committees. The special committees shall be accountable to the board of directors and shall perform their duties in accordance with the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association and the authorization of the board of directors. Their proposals shall be submitted to the board of directors for deliberation and decision. All special committees are comprised of directors. The majority of members of the audit committee, the nomination committee, and the remuneration and appraisal committee shall be independent non-executive directors, who shall also be the conveners, provided that the convener of the audit committee shall be an accounting professional. The board of directors shall be responsible for formulating the working rules of the special committees and regulating their operation.</p>
<p>Article 153 External investments, acquisitions or disposal of assets, external guarantee, entrusted wealth management and connected transactions and others that are subject to consideration and approval by the board of directors are as follows:</p> <p>.....</p>	<p>Article 153 External investments, acquisitions or disposal of assets, external guarantee, entrusted wealth management, connected transactions, external donations and others that are subject to consideration and approval by the board of directors are as follows:</p> <p>.....</p>

Article 163 Except for the exceptions specified in the Articles of Association approved by the Hong Kong Stock Exchange, **a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the board of directors in respect of any contract, transaction or arrangement in which he/she or any of his/her close associates as defined in the applicable listing rules in effect from time to time has any material interest or any other relevant proposals.** A board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution made at the board meeting shall be passed by more than half of the non-connected directors, but if the matter considered is a matter that must be passed by more than two thirds of directors, it must be passed by more than two thirds of non-connected directors. If the number of non-connected directors attending the meeting is less than 3, the matter shall be submitted to the general meeting for deliberation.

Article 163 Except for the exceptions specified in the Articles of Association approved by the Hong Kong Stock Exchange, a board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution made at the board meeting shall be passed by more than half of the non-connected directors, but if the matter considered is a matter that must be passed by more than two thirds of directors, it must be passed by more than two thirds of non-connected directors. If the number of non-connected directors attending the meeting is less than 3, the matter shall be submitted to the general meeting for deliberation.

Article 170 The Company shall establish an independent non-executive director system. At least one third of the members of the board of directors shall be independent non-executive directors, which shall include at least one accountant. The composition of independent non-executive directors shall also comply with the listing rules of the stock exchange in the place where the stocks of the Company are listed. An independent non-executive director shall have more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director, and have the basic knowledge about operations of companies. He/she shall be familiar with the rules of the place where the stocks of the Company are listed, and ensure that he/she can give sufficient time and attention to perform his/her duties.

Article 170 The Company shall establish an independent non-executive director system. At least one third of the members of the board of directors shall be independent non-executive directors, which shall include at least one accountant. The composition of independent non-executive directors shall also comply with the listing rules of the stock exchange in the place where the stocks of the Company are listed. An independent non-executive director shall have more than five years' experience in legal, economic, **managerial, accounting or financial** work or other work required for fulfilling duties as independent director, and have the basic knowledge about operations of companies. He/she shall be familiar with the rules of the place where the stocks of the Company are listed, and ensure that he/she can give sufficient time and attention to perform his/her duties.

The following persons must not serve as the independent non-executive directors:

- (I) persons who hold a position in the Company or its subsidiaries, their immediate relatives and major social relations (**immediate relatives refer to their spouse, parents, children etc.; major social relations refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.**);
- (II) persons who directly or indirectly hold more than 1% of the issued shares of the Company, or the natural person shareholders in the top ten shareholders of the Company, and such shareholders' immediate relatives;
- (III) any employee of any corporate shareholder that directly or indirectly holds more than 5% of the Company's issued shares, or any employee of any of the five largest corporate shareholders of the Company, and his/her lineal relatives;
- (IV) any person who falls under any of the above three categories during the past one year;
- (V) any person who provides financial, legal or advisory services to the Company or to its subsidiaries;
- (VI) such other persons specified in the Articles of Association;
- (VII) such other persons determined by the securities regulatory authorities where the shares of the Company are listed.

The following persons must not serve as the independent non-executive directors:

- (I) persons who hold a position in the **listed** company or its subsidiaries, their immediate relatives and major social relations;
- (II) persons who directly or indirectly hold more than 1% of the issued shares of the Company, or the natural person shareholders in the top ten shareholders of the Company, and such shareholders' immediate relatives;
- (III) any employee of any corporate shareholder that directly or indirectly holds more than 5% of the Company's issued shares, or any employee of any of the five largest corporate shareholders of the Company, and his/her lineal relatives;
- (IV) persons who hold a position in the **controlling shareholders, actual controller and its subsidiaries**;
- (V) persons who provides financial, legal or advisory services or other services for the Company, its controlling shareholders, its actual controller or their subsidiaries, including but not limited to all the employees of the project team of intermediaries providing services, reviewing officers, and officers, partners and principals signing the reports;

(VI) persons who hold a position in the entities that have major business transactions with the Company, its controlling shareholders, its actual controller or their subsidiaries, or that are the entities of controlling shareholders of the entities that have major business transactions with the Company, its controlling shareholders, its actual controller or their subsidiaries;

(VII) any person who falls under any of the above six categories during the past twelve months;

(VIII) such other persons determined by the securities regulatory authorities where the shares of the Company are listed.

“Major social relations” stated in the preceding paragraph refer to brothers and sisters, father-in-law, mother-in-law, daughter-in-law, son-in-law, brother-in-law, sister-in-law etc.; “major business transactions” refer to the matters need to be submitted to the shareholders’ general meeting for consideration in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association, or other major matters determined by the Shenzhen Stock Exchange; “hold a position” refer to serving as the directors, supervisors, senior management and other employees. The subsidiaries of controlling shareholders and actual controllers of the Company stated in the items (IV), (V) and (VI) of the preceding paragraph exclude the subsidiaries without connected relationships with the listed company in accordance with the listing rules of the Shenzhen Stock Exchange or the provisions of the Articles of Association.

Article 172 An independent non-executive director shall have the following special functions and powers in addition to the general functions and powers:

- (I) material connected transactions (determined according to the standards required by the stock exchange where the Company's shares are listed, hereinafter inclusive) shall, after the recognition by independent non-executive directors, be submitted to the board of directors for discussion. The independent non-executive directors may, before making a judgment, engage an intermediary to issue an independent financial advisor report as the basis for them to make the judgment;
- (II) to propose to the board of directors to engage or remove an accounting firm;
- (III) propose to the board of directors to convene an extraordinary general meeting;
- (IV) to propose to convene a board meeting;
- (V) to engage an external auditing or advisory firm independently;
- (VI) **may** collect voting rights from shareholders prior to the convening of a general meeting.

Article 172 An independent non-executive director shall have the following special functions and powers in addition to the general functions and powers:

- (I) material connected transactions (determined according to the standards required by the stock exchange where the Company's shares are listed, hereinafter inclusive) shall, after the recognition by independent non-executive directors, be submitted to the board of directors for discussion. The independent non-executive directors may, before making a judgment, engage an intermediary to issue an independent financial advisor report as the basis for them to make the judgment;
- (II) to propose to the board of directors to engage or remove an accounting firm;
- (III) propose to the board of directors to convene an extraordinary general meeting;
- (IV) **to put forward the proposals on profit distribution and conversion of capital reserve to share capital after collecting views from minority shareholders to the board of directors for consideration;**
- (V) to propose to convene a board meeting;
- (VI) to collect voting rights from shareholders prior to the convening of a general meeting.
- (VII) to engage an external auditing or advisory firm independently.

<p>The independent non-executive directors shall seek the consent of more than half of all the independent non-executive directors in exercising their functions and powers as set out above. If the above proposal is not accepted or the above functions and powers cannot be exercised properly, the Company shall disclose the relevant circumstances.</p>	<p>The independent non-executive directors shall seek the consent of more than half of all the independent non-executive directors in exercising their functions and powers as prescribed in the above items (I) to (VI); the independent non-executive directors shall seek the consent of all the independent non-executive directors in exercising their functions and powers as prescribed in the above item (VII). The matters mentioned in the above items (I) and (II) shall, after the consent by more than half of all independent non-executive directors, be submitted to the board of directors for discussion.</p> <p>If the above-mentioned proposal is not accepted or the above functions and powers cannot be exercised properly, the Company shall disclose the relevant circumstances.</p>
<p>Article 173 Independent non-executive directors shall provide their independent opinions of agreement, qualified opinions and reasons thereof, dissenting opinions and reasons thereof, or no opinions and reasons thereof on the following matters of the Company:</p> <p>(I) Nomination, appointment and removal of any director;</p> <p>(II) Appointment or removal of any senior management;</p> <p>(III) The remuneration of directors and senior management of the Company;</p> <p>(IV) The Board does not propose any profit distribution plan;</p> <p>(V) Existing or proposed loans or other investment to the Company from its shareholders, actual controller or other associate entities which exceed RMB3 million or 5% of the Company’s latest audited net assets and whether the Company has adopted effective procedures for repayment of such debt;</p>	<p>Article 173 Independent non-executive directors shall provide their independent opinions of agreement, qualified opinions and reasons thereof, dissenting opinions and reasons thereof, or no opinions and reasons thereof on the following matters of the Company:</p> <p>(I) Nomination, appointment and removal of any director;</p> <p>(II) Appointment or removal of any senior management;</p> <p>(III) The remuneration of directors and senior management of the Company;</p> <p>(IV) Appointment and removal of any accounting firm;</p> <p>(V) Changes in accounting policies and accounting estimates or correction of material accounting errors by the reason other than the change in accounting standards;</p>

<p>(VI) Matters that in the opinion of independent non-executive directors may prejudice to the interests of the minority shareholders;</p> <p>(VII) Other circumstances as provided by laws, regulations, rules and regulations, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.</p>	<p>(VI) Non-standard unqualified auditing opinions on the financial and accounting reports and internal control of the Company issued by accounting firm;</p> <p>(VII) Internal control and appraisal report;</p> <p>(VIII) Relevant parties' plan for commitment change according to the provisions of Section IV of Chapter VII of Self-regulatory Guidelines for Listed Companies No. 2 of Shenzhen Stock Exchange – Standardized Operation of Listed Companies on the ChiNext Market;</p> <p>(IX) Influence of issuance of preferred shares on the interests of each class of shareholders;</p> <p>(X) The formulation, adjustment, decision procedure, implementation and information disclosure of the Company's cash dividend policy, and explanation of whether such policy results in damages to the legal interests of small and medium and small investors;</p> <p>(XI) Major matters concerning the disclosure of connected/related transactions, external guarantee (excluding the guarantees to subsidiaries within the scope of consolidated statements), consigned financial management, provision of financial assistance, the matters related to the use of proceeds, voluntary changes in accounting policies, and stock and its derivatives investment;</p> <p>(XII) Major assets restructuring plans, acquisitions of management, share incentive plans, employee shareholding plans, share repurchase plans and plans for debt repayment with non-cash assets by related party of listed company;</p>
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	<p>(XIII) The Company's proposal for withdrawal of its shares from the stock exchange in the place where the shares of the Company are listed and traded;</p> <p>(XIV) Matters that in the opinion of independent non-executive directors may prejudice to the interests of the minority shareholders;</p> <p>(XV) Other circumstances as provided by laws, regulations, rules and regulations, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.</p>
<p>Article 184 Staff of controlling shareholders and actual controllers of the Company who serve positions other than directors of the controlling shareholders and the actual controllers shall not serve as senior management of the Company.</p>	<p>Article 184 Staff of controlling shareholders and actual controllers of the Company who serve administrative positions other than directors and supervisors of the controlling shareholders and the actual controllers shall not serve as senior management of the Company. The Company's senior management shall be only paid by the Company, not by the controlling shareholders or actual controllers.</p>
<p>Article 192 A senior management shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his duties.</p>	<p>Article 192 A senior management shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his duties. The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior management of the Company fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and shareholders of public shares, they shall be liable for compensation in accordance with the law.</p>

<p>Article 197 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>	<p>Article 197 Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and sign written confirmation opinions on regular reports.</p>
<p>Article 209 The following persons shall not serve as directors, supervisors, manager or other senior management of the Company:</p> <p>.....</p> <p>(IX) persons who are imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;</p> <p>.....</p>	<p>Article 209 The following persons shall not serve as directors, supervisors, manager or other senior management of the Company:</p> <p>.....</p> <p>(IX) persons who have been punished by the CSRC through taking measures to ban them from the securities market for a period which has not yet expired;</p> <p>.....</p>
<p>Article 217 Where a director, supervisor, managers and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the related matters under normal circumstances is otherwise subject to the approval of the Board.</p> <p>Except for exceptional cases as provided in note 1 of Appendix III to the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, directors shall not vote on resolutions of the Board in respect of any contract, arrangement or any other suggestions in which they are substantially interested through themselves or any of their close associates (as defined in the Hong Kong Listing Rules). When determining whether the quorum is reached, such directors shall not be counted.</p> <p>.....</p>	<p>Article 217 Where a director, supervisor, managers and other senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of service with the Company), he/she shall declare the nature and extent of his/her interests to the Board at the earliest opportunity, whether or not the related matters under normal circumstances is otherwise subject to the approval of the Board.</p> <p>Except for exceptional cases as provided in the Hong Kong Listing Rules or as permitted by the Hong Kong Stock Exchange, directors shall not vote on resolutions of the Board in respect of any contract, arrangement or any other suggestions in which they are substantially interested through themselves or any of their close associates (as defined in the Hong Kong Listing Rules). When determining whether the quorum is reached, such directors shall not be counted.</p> <p>.....</p>

Article 228 The Company shall submit its **annual financial reports** to the CSRC and the stock exchange(s) in the place where the Company's shares are listed within 4 months from the ending date of each fiscal year, submit the half-year financial reports to the local office of the CSRC and the stock exchange(s) in the place where the Company's shares are listed within 2 months from the ending date of the first 6 months of each fiscal year, and submit **the quarterly financial reports to the local office of the CSRC and the stock exchange(s) in the place where the Company's shares are listed within 1 month from the ending dates of the first 3 and first 9 months of each fiscal year respectively.**

The above financial reports are prepared in accordance with laws, administrative regulations and the provisions of departmental regulations.

Article 230 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise specified in the Articles of Association, the Company shall deliver or send to each shareholder of overseas-listed foreign shares by personal delivery or prepaid mail at the address registered in the register of shareholders the said report or the report of directors, together with the balance sheet (including every document to be attached to the balance sheet as required by the law) and income statement or the statement of income and expenditure not later than 21 days before the date of every annual general meeting. The address of each shareholders of overseas-listed foreign shares listed in the register of shareholders shall prevail for the personal delivery or prepaid mail or otherwise permitted by the Hong Kong Stock Exchange.

Article 228 The Company shall submit **and disclose its annual reports** to the CSRC and the stock exchange(s) in the place where the Company's shares are listed within 4 months from the ending date of each fiscal year, submit and **disclose the interim reports** to the local office of the CSRC and the stock exchange(s) in the place where the Company's shares are listed within 2 months from the ending date of the first six months of each fiscal year, **Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.**

The above-mentioned annual reports and the interim reports shall be prepared in accordance with relevant laws, administrative regulations and the provisions of the CSRC and the stock exchange in the place where the Company's shares are listed.

Article 230 The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

<p>Article 232 The Company shall disclose two financial reports in each accounting year, i.e., its interim financial reports within 60 days of the end of the first 6 months of an accounting year and its annual financial reports within 120 days after the end of the accounting year. Other regulations of the securities regulatory authorities at the place where the shares of the Company are listed shall prevail.</p>	<p>Deleted</p>
<p>Article 239 Any amount paid up in advance of calls on any share may be entitled to dividend. Shareholders shall not be entitled to participate in respect thereof in a dividend subsequently declared.</p> <p>Subject to the relevant laws, regulations, departmental rules or standards of the PRC, the Company may exercise the power to forfeit unclaimed dividends, provided that it does so only after the expiration of the applicable relevant period.</p>	<p>Deleted</p>
<p>Article 240 The Company has the power to cease sending dividend warrants by post to a given holder of the H Shares, but may exercise such power only if such warrants fail to be redeemed for two consecutive occasions. However, the Company may exercise such power after the first occasion on which such a warrant is returned and undelivered.</p>	<p>Deleted</p>
<p>Article 247 If there is a vacancy in the position of the accounting firm, the board of directors may engage an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. But in the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.</p>	<p>Article 244 If there is a vacancy in the position of the accounting firm, any other accounting firm which has been engaged by the Company may continue to act in the period of vacancy.</p>
<p>Article 251 The auditing fee of the accounting firm shall be determined by the shareholders' general meeting.</p>	<p>Article 248 The auditing fee of the accounting firm shall be determined by the shareholders' general meeting or other organization independent from the board of directors.</p>

The serial numbers of the articles and the referenced articles of the Articles of Association adjusted in accordance with the amendments are not listed in order. There is no substantial change to other contents of the Articles of Association except the amendments of above articles. The above changes are ultimately subject to the results approved by the market regulatory authorities.

Save for the Proposed Amendments, other provisions of the Articles of Association shall remain unchanged. Prior to the Proposed Amendments to the Articles of Association being approved by way of special resolution at the forthcoming annual general meeting of the Company (the “2022 AGM”), the existing Articles of Association shall remain valid.

The Proposed Amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. The Board has resolved to propose a resolution at the 2022 AGM to authorise the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association according to opinions of the regulatory authorities.

GENERAL

The Board considers that the said increase in the registered capital of the Company and amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole. The proposed increase in the registered capital of the Company and the amendments to the Articles of Association are subject to the consideration and approval by the Shareholders by way of special resolution at the 2022 AGM.

A circular containing, among other things, details about the proposed increase in the registered capital of the Company and the proposed amendments to the Articles of Association will be despatched to the Shareholders as soon as practicable.

By order of the Board
Pharmaron Beijing Co., Ltd.*
康龍化成(北京)新藥技術股份有限公司
Dr. Lou Boliang
Chairman

Beijing, the PRC
March 30, 2023

As at the date of this announcement, the Board of Directors comprises Dr. Lou Boliang, Mr. Lou Xiaoqiang and Ms. Zheng Bei as executive Directors; Mr. Chen Pingjin, Mr. Hu Baifeng, Mr. Li Jiaqing and Mr. Zhou Hongbin as non-executive Directors; Ms. Li Lihua, Mr. Zhou Qilin, Mr. Tsang Kwan Hung Benson and Mr. Yu Jian as independent non-executive Directors.

* *For identification purposes only*