
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

If you have sold or transferred all your shares in **Haitong Securities Co., Ltd.**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
APPENDICES THEREOF
AMENDMENTS TO THE TERMS OF REFERENCE OF THE
INDEPENDENT DIRECTORS OF THE COMPANY
ELECTION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE
DIRECTORS OF THE EIGHTH SESSION OF THE BOARD
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF
THE EIGHTH SESSION OF THE BOARD
ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS
OF THE EIGHTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY
GENERAL MEETING**

A notice convening the 2023 first extraordinary general meeting of the Company at 1:30 p.m. on Thursday, 12 October 2023 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the PRC is set out on pages 13 to 16 of this circular.

The form of proxy for the EGM has been distributed on Thursday, 21 September 2023. It has also been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. 1:30 p.m. on Wednesday, 11 October 2023), and deposit them together with the notarised power of attorney or other document of authorization with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person.

* *For identification purpose only*

21 September 2023

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING	13
ANNEX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND APPENDICES THEREOF	17
ANNEX II – TERMS OF REFERENCE OF THE INDEPENDENT DIRECTORS	123
ANNEX III – PROFILE OF THE DIRECTOR CANDIDATES	134
ANNEX IV – PROFILE OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISOR CANDIDATES	140
ANNEX V – ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN THE ELECTION OF EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS	144

DEFINITIONS

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

“A Share(s)”	ordinary shares of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi and are listed for trading on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	Haitong Securities Co., Ltd., a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Hong Kong Stock Exchange under the stock code of 6837 and the A Shares of which are listed on the Shanghai Stock Exchange under the stock code of 600837
“Company Law”	the Company Law of the People’s Republic of China
“controlling shareholder”	has the meaning ascribed to this term under the Listing Rules
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 1:30 p.m. on Thursday, 12 October 2023 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the PRC.
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	18 September 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company, including holder(s) of H Shares and holder(s) of A Shares
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Securities Law”	the Securities Law of the People’s Republic of China

LETTER FROM THE BOARD



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

Executive Directors:

Mr. Zhou Jie (*Chairman*)

Mr. Li Jun (*General manager*)

Non-executive Directors:

Mr. Tu Xuanxuan

Mr. Zhou Donghui

Mr. Xu Jianguo

Ms. Xiao Hehua

Independent Non-executive Directors:

Mr. Zhang Ming

Mr. Lam Lee G.

Mr. Zhu Hongchao

Mr. Zhou Yu

Registered office:

Haitong Securities Building

No. 689 Guangdong Road

Shanghai

PRC

*Principal place of business
in Hong Kong:*

15/F, One Island South

2 Heung Yip Road

Wong Chuk Hang

Hong Kong

21 September 2023

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM (set out on pages 13 to 16 of this circular) and provide you with information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions or abstain from voting at the EGM.

At the EGM, a special resolution will be proposed to approve: (1) the proposal on the amendments to the Articles of Association and appendices thereof. In addition, ordinary resolutions will be proposed to approve: (2) the proposal on the amendments to the Terms of Reference of the Independent Directors of the Company; (3) the proposal on the election of executive Directors and non-executive Directors of the eighth session of the Board; (4) the proposal on the election of independent non-executive Directors of the eighth session of the Board; and (5) the proposal on the election of non-employee representative Supervisors of the eighth session of the Supervisory Committee.

* For identification purpose only

LETTER FROM THE BOARD

SPECIAL RESOLUTION:

1. Proposal on the Amendments to the Articles of Association and Appendices Thereof

Reference is made to the announcement of the Company dated 30 August 2023 in relation to, among other things, proposed amendments to the Articles of Association and appendices thereof by the Board. The Board has resolved to amend the corresponding articles of the Articles of Association of the Company, the Rules of Procedure for the Shareholders' General Meeting of the Company and the Rules of Procedure for the Board of Directors of the Company. The Supervisory Committee has resolved to amend the corresponding articles of the Rules of Procedure for the Supervisory Committee of the Company, details of which are set out in Annex I of this circular.

The resolution on the proposed amendments to the Articles of Association and appendices thereof shall come into effect from the date of consideration and approval by the Shareholders at the EGM. The Board has agreed to propose that the EGM authorize the Board, which may in turn delegate such authority to the management of the Company, to handle the filing procedures with relevant regulatory authorities relating to such amendments to the Articles of Association, and to make non-substantive modifications such as wording adjustments to such amendments according to opinions of regulatory authorities.

The aforesaid resolution was considered and approved by the Board and the Supervisory Committee on 30 August 2023 and is hereby proposed at the EGM for consideration and approval as a special resolution.

ORDINARY RESOLUTIONS:

2. Proposal on the Amendments to the Terms of Reference of the Independent Directors of the Company

In order to give full play to the role of independent non-executive Directors in the corporate governance of the Company, standardize the qualifications and ways of performing duties of independent non-executive Directors, and enhance support for the performance of duties by independent non-executive Directors, the Company, in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Securities Companies, the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions, the Measures for the Administration of Independent Directors of Listed Companies and the Articles of Association and in light of the actual conditions of the Company, intends to make comprehensive amendments to the Terms of Reference of the Independent Directors.

Full text of the revised Terms of Reference of the Independent Directors is set out in Annex II to this Circular.

LETTER FROM THE BOARD

The proposed amendments to the Terms of Reference of the Independent Directors are subject to consideration and approval by the Shareholders at the EGM. The amended Terms of Reference of the Independent Directors will come into effect from the date of consideration and approval at the EGM. Prior to that, the existing Terms of Reference of the Independent Directors remains in force.

Such resolution was considered and approved by the Board on 30 August 2023 and is hereby proposed at the EGM for consideration and approval.

3. Proposal on the Election of Executive Directors and Non-executive Directors of the Eighth Session of the Board

As the term of office of the seventh session of the Board has expired, the Board has approved the following matters and proposed them for consideration and approval at the EGM:

- (1) to re-elect Mr. Zhou Jie as an executive Director of the eighth session of the Board
- (2) to re-elect Mr. Li Jun as an executive Director of the eighth session of the Board
- (3) to appoint Mr. Zhao Yonggang as an executive Director of the eighth session of the Board
- (4) to re-elect Mr. Tu Xuanxuan as a non-executive Director of the eighth session of the Board
- (5) to appoint Mr. Shi Lei as a non-executive Director of the eighth session of the Board
- (6) to re-elect Ms. Xiao Hehua as a non-executive Director of the eighth session of the Board
- (7) to re-elect Mr. Xu Jianguo as a non-executive Director of the eighth session of the Board

The above executive Director and non-executive Director candidates meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The re-elected Directors will continue to perform their duties from the date of consideration and approval at the EGM. The newly appointed executive Director, Mr. Zhao Yonggang, and the newly appointed non-executive Director, Mr. Shi Lei will begin to perform their duties for a term of three years from the date of consideration and approval at the EGM.

LETTER FROM THE BOARD

Mr. Zhou Donghui, a non-executive Director of the seventh session of the Board, will not be re-elected upon the expiration of his term of office. He will retire with effect from the date when the Directors of the eighth session of the Board take office (i.e. the date of approval at the EGM) due to the expiration of his term of office. He has confirmed that he has no disagreement with the Board and that there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

As of the Latest Practicable Date, no service contract has been entered into between the Company and each of the Director candidates for the appointment to the eighth session of the Board. The remuneration of the executive Directors shall be determined pursuant to the systems related to remuneration and performance appraisal management. The remuneration of the non-executive Directors shall be determined pursuant to the “Resolution with regard to Adjustments to Allowances of the Directors and Supervisors” of the Company.

Please refer to Annex III for the biographical details of the proposed executive Directors and non-executive Directors of the eighth session of the Board. As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein, none of the executive Director and non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the executive Director and non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or substantial Shareholders of the Company. None of the executive Director and non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the executive Director and non-executive Director candidates, nor are there any matters that need to be brought to the attention of the Shareholders. None of the executive Director and non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolution was considered and approved by the Board on 30 August 2023 and is hereby proposed at the EGM for consideration and approval.

4. Proposal on the Election of Independent Non-executive Directors of the Eighth Session of the Board

As the term of office of the seventh session of the Board has expired, the Board has approved the following matters and proposed them for consideration and approval at the EGM:

- (1) to re-elect Mr. Zhou Yu as an independent non-executive Director of the eighth session of the Board

LETTER FROM THE BOARD

- (2) to appoint Mr. Fan Renda as an independent non-executive Director of the eighth session of the Board
- (3) to appoint Mr. Mao Fugen as an independent non-executive Director of the eighth session of the Board
- (4) to appoint Mr. Mao Huigang as an independent non-executive Director of the eighth session of the Board

The above independent non-executive Director candidates meet the qualification requirements for serving as Directors as stipulated in relevant laws, regulations and the Articles of Association. The re-elected Director, Mr. Zhou Yu, will continue to perform his duties from the date of consideration and approval at the EGM. The independent non-executive directors, Mr. Fan Renda, Mr. Mao Fugen and Mr. Mao Huigang will begin to perform their duties for a term of three years from the date of consideration and approval at the EGM.

Mr. Zhang Ming, Mr. Lam Lee G. and Mr. Zhu Hongchao, being independent non-executive Directors of the seventh session of the Board, will not be re-elected as independent non-executive Directors upon the expiration of their terms of office. They will retire with effect from the date when the independent non-executive Directors of the eighth session of the Board take office (i.e. the date of approval at the EGM) due to the expiration of their terms of office. They have confirmed that they have no disagreement with the Board and that there is no matter in relation to their retirement that needs to be brought to the attention of the Shareholders.

As of the Latest Practicable Date, no service contract has been entered into between the Company and each of the independent non-executive Director candidates for the appointment to the eighth session of the Board. The remuneration of the independent non-executive Directors shall be determined pursuant to the “Resolution with regard to Adjustments to Allowances of the Directors and Supervisors” of the Company.

Please refer to Annex III for the biographical details of the proposed independent non-executive Directors of the eighth session of the Board. As of the Latest Practicable Date and to the best knowledge of the Board, save as disclosed herein, none of the independent non-executive Director candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the independent non-executive Director candidates has any other relationships with any Directors, Supervisors, senior management or substantial Shareholders of the Company. None of the independent non-executive Director candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the independent non-executive Director candidates, nor are there any matters that need to be brought to the attention of the Shareholders. None of the independent non-executive Director candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

LETTER FROM THE BOARD

Pursuant to the Terms of Reference of the Nomination, Remuneration and Assessment Committee of the Company (the “**Nomination, Remuneration and Assessment Committee**”) , the board diversity policy of the Company and the relevant applicable rules, the factors required to be considered by the Nomination, Remuneration and Assessment Committee in making recommendations to the Board on the election of new session of Directors (including independent non-executive Directors) include, but are not limited to, skills, knowledge, experience, gender, age, culture, ethnicity and educational background.

In considering the proposed independent non-executive Director candidates (i.e. Mr. Zhou Yu, Mr. Fan Renda, Mr. Mao Fugen and Mr. Mao Huigang), the Nomination, Remuneration and Assessment Committee has assessed and reviewed the independence of each of the independent non-executive Director candidates in accordance with the criteria on independence set out in Rule 3.13 of the Hong Kong Listing Rules and confirmed that all independent non-executive Director candidates has complied with the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

As further described in the biographical details of the proposed independent non-executive Directors as set out in Annex III to this Circular, they all possess strong and diverse educational backgrounds and have professional experience in their specialized sectors, particularly in-depth knowledge of law and compliance, financial management, auditing and accounting, corporate governance, finance and economics. The Nomination, Remuneration and Assessment Committee has assessed the performance of the proposed independent non-executive Directors and considers that they can bring a wealth of personal perspectives, solid professional skills and experience to the Board. Accordingly, the Nomination, Remuneration and Assessment Committee considers that the proposed independent non-executive Directors are capable of making diverse contributions to the Board and are capable of providing independent, fair and objective advice and judgments on the Company’s affairs.

The Board noted that Mr. Fan Renda holds directorship in more than seven listed companies, including the Company. However, the Board believes that Mr. Fan Renda will be able to devote sufficient time to the Board on the following basis: (i) based on publicly available information, Mr. Fan Renda had a good track record in attending the board and board committee meetings of the relevant listed companies in Hong Kong; (ii) as an independent non-executive director of the other listed companies, Mr. Fan Renda is mainly responsible for providing strategic advice or independent opinions to the management of those companies and reviewing those companies’ businesses from an independent perspective which do not require him to devote his full time to participating in the day-to-day operation and management of those companies; and (iii) Mr. Fan Renda’s ample knowledge and experience of serving as an independent non-executive director, and his background, experience and qualifications indicate that Mr. Fan Renda is able to manage his time to meet the needs. In particular, Mr. Fan Renda’s previous working experience has demonstrated his satisfactory time management skills in managing a vast portfolio of different clients in different industries. Mr. Fan Renda has over 20 years of experience as director in listed companies and is the chairman of the

LETTER FROM THE BOARD

Asian Independent Non-Executive Directors Association (亞洲獨立非執行董事協會). Moreover, all the Directors will get full support from the company secretaries and the external lawyers of the Company. Taking into account the above factors, the Board is of the view that Mr. Fan Renda would be able to devote sufficient time to fulfill his duties as an independent non-executive Director even though he holds directorship in more than seven listed companies.

The aforesaid resolution was considered and approved by the Board on 30 August 2023 and is hereby proposed at the EGM for consideration and approval.

5. Proposal on the Election of Non-employee Representative Supervisors of the Eighth Session of the Supervisory Committee

As the term of office of the seventh session of the Supervisory Committee has expired, the Supervisory Committee has approved the following matters and proposed them for consideration and approval at the EGM:

- (1) to re-elect Mr. Tong Jianping as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
- (2) to re-elect Mr. Ruan Feng as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
- (3) to re-elect Mr. Li Zhenghao as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
- (4) to re-elect Mr. Cao Yijian as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
- (5) to appoint Ms. Miao Qing as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
- (6) to appoint Mr. Song Chunfeng as a non-employee representative Supervisor of the eighth session of the Supervisory Committee

The employee representative Supervisors of the eighth session of the Supervisory Committee shall be elected democratically by the employee congress of the Company and are not subject to the Shareholders' approval.

The above non-employee representative Supervisor candidates meet the qualification requirements for serving as non-employee representative Supervisors as stipulated in relevant laws, regulations and the Articles of Association. The re-elected non-employee representative Supervisors, Mr. Tong Jianping, Mr. Ruan Feng, Mr. Li Zhenghao and Mr. Cao Yijian, will continue to perform their duties from the date of consideration and approval at the EGM. The newly appointed non-employee representative Supervisors, Ms. Miao Qing and Mr. Song Chunfeng will begin to perform their duties for a term of three years from the date of consideration and approval at the EGM.

LETTER FROM THE BOARD

Mr. Dong Xiaochun and Ms. Dai Li, being non-employee representative Supervisors of the seventh session of the Supervisory Committee, will not be re-elected upon the expiration of their terms of office. They will retire with effect from the date when the non-employee representative Supervisors of the eighth session of the Supervisory Committee take office (i.e. the date of the EGM) due to the expiration of their terms of office. They have confirmed that they have no disagreement with the Supervisory Committee and the Board and that there is no matter in relation to their retirement that needs to be brought to the attention of the Shareholders.

As of the Latest Practicable Date, no service contract has been entered into between the Company and each of the non-employee representative Supervisor candidates for the appointment to the eighth session of the Supervisory Committee. The remuneration of the non-employee representative Supervisors of the Company shall be determined pursuant to the “Resolution with regard to Adjustments to Allowances of the Directors and Supervisors” of the Company.

Please refer to Annex IV for the biographical details of the proposed non-employee representative Supervisors of the eighth session of the Supervisory Committee. As of the Latest Practicable Date and to the best knowledge of the Supervisory Committee, save as disclosed herein, none of the non-employee representative Supervisor candidates held any directorship in public companies whose securities are listed on any securities markets in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, save as disclosed herein, none of the non-employee representative Supervisor candidates has any other relationships with any Directors, Supervisors, senior management or substantial Shareholders of the Company. None of the non-employee representative Supervisor candidates is interested in any shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules in respect of the appointment of each of the non-employee representative Supervisor candidates, nor are there any matters that need to be brought to the attention of the Shareholders of the Company. None of the non-employee representative Supervisor candidates has been penalized by the CSRC or other relevant authorities or punished by any stock exchange.

The aforesaid resolution was considered and approved by the Supervisory Committee on 30 August 2023 and is hereby proposed at the EGM for consideration and approval.

EXTRAORDINARY GENERAL MEETING

The EGM will be held at 1:30 p.m. on Thursday, 12 October 2023 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the PRC. The notice of the EGM is set out on pages 13 to 16 of this circular.

The register of members of H Shares of the Company will be closed from Monday, 9 October 2023 to Thursday, 12 October 2023 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of H Shares who have submitted their

LETTER FROM THE BOARD

instruments of share transfer to the H Share Registrar of the Company and registered as Shareholders on the H Share register of members of the Company before 4:30 p.m. on Friday, 6 October 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM. In order to attend the EGM, holders of H Share should ensure that the relevant Share certificates, accompanied by all transfer documents, have been lodged with the Company's H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 6 October 2023.

The form of proxy for the EGM has been distributed on 21 September 2023. It has also been published on the website of Hong Kong Stock Exchange (www.hkexnews.hk).

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation must be delivered to the Company's H Share Registrar not less than 24 hours before the time appointed for the EGM (i.e. 1:30 p.m. on Wednesday, 11 October 2023) or not less than 24 hours before the time appointed for voting by poll. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM in person.

For reference purpose only, the record date for determining the eligibility of holders of A Shares for attending the EGM is Monday, 9 October 2023. For more details, please refer to the notice of EGM, which is published by 20 September 2023 on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).

HONG KONG LISTING RULES REQUIREMENTS

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM in accordance with Article 118 of the Articles of Association.

To the best knowledge of the Directors, as of the Latest Practicable Date, no Shareholder has a material interest in any of the above resolutions and therefore no Shareholder is required to abstain from voting in respect of the above resolutions at the EGM.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

The Board believes that all the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that all Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM set out in this circular.

Yours faithfully,
By Order of the Board
Haitong Securities Co., Ltd.
ZHOU Jie
Chairman

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING



海通证券股份有限公司
HAITONG SECURITIES CO., LTD.*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6837)

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “**Extraordinary General Meeting**”) of Haitong Securities Co., Ltd. (the “**Company**”) will be held at 1:30 p.m. on Thursday, 12 October 2023 at Conference Room 616, Block C, Haitong Bund Finance Plaza, No. 888 South Zhongshan Road, Shanghai, the PRC, for the following purposes:

SPECIAL RESOLUTION

1. To consider and approve the proposal on the amendments to the Articles of Association and the appendices thereof

ORDINARY RESOLUTIONS

2. To consider and approve the proposal on the amendments to the Terms of Reference of the Independent Directors of the Company
3. To consider and approve the proposal on the election of executive directors and non-executive directors of the eighth session of the board of directors (the “**Directors**”) of the Company (the “**Board**”)
 - 3.01 To consider and approve the re-election of Mr. Zhou Jie as an executive Director of the eighth session of the Board
 - 3.02 To consider and approve the re-election of Mr. Li Jun as an executive Director of the eighth session of the Board
 - 3.03 To consider and approve the appointment of Mr. Zhao Yonggang as an executive Director of the eighth session of the Board
 - 3.04 To consider and approve the re-election of Mr. Tu Xuanxuan as a non-executive Director of the eighth session of the Board
 - 3.05 To consider and approve the appointment of Mr. Shi Lei as a non-executive Director of the eighth session of the Board
 - 3.06 To consider and approve the re-election of Ms. Xiao Hehua as a non-executive Director of the eighth session of the Board
 - 3.07 To consider and approve the re-election of Mr. Xu Jianguo as a non-executive Director of the eighth session of the Board

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

4. To consider and approve the proposal on the election of independent non-executive Directors of the eighth session of the Board
 - 4.01 To consider and approve the re-election of Mr. Zhou Yu as an independent non-executive Director of the eighth session of the Board
 - 4.02 To consider and approve the appointment of Mr. Fan Renda as an independent non-executive Director of the eighth session of the Board
 - 4.03 To consider and approve the appointment of Mr. Mao Fugen as an independent non-executive Director of the eighth session of the Board
 - 4.04 To consider and approve the appointment of Mr. Mao Huigang as an independent non-executive Director of the eighth session of the Board
5. To consider and approve the proposal on the election of non-employee representative supervisors (the “**Supervisors**”) of the eighth session of the supervisory committee of the Company (the “**Supervisory Committee**”)
 - 5.01 To consider and approve the re-election of Mr. Tong Jianping as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
 - 5.02 To consider and approve the re-election of Mr. Ruan Feng as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
 - 5.03 To consider and approve the re-election of Mr. Li Zhenghao as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
 - 5.04 To consider and approve the re-election of Mr. Cao Yijian as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
 - 5.05 To consider and approve the appointment of Ms. Miao Qing as a non-employee representative Supervisor of the eighth session of the Supervisory Committee
 - 5.06 To consider and approve the appointment of Mr. Song Chunfeng as a non-employee representative Supervisor of the eighth session of the Supervisory Committee

By order of the Board
Haitong Securities Co., Ltd.
ZHOU Jie
Chairman

Shanghai, the PRC
21 September 2023

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Eligibility for attending the Extraordinary General Meeting and date of registration of members for H Shares

The register of members of H Shares of the Company will be closed from Monday, 9 October 2023 to Thursday, 12 October 2023 (both days inclusive), during which time no share transfers of H Shares will be effected. Purchasers of shares who have submitted their instruments of share transfer to the H Share Registrar of the Company and registered as Shareholders on the H Share register of members of the Company before 4:30 p.m. on Friday, 6 October 2023 are entitled to attend and vote in respect of all resolutions to be proposed at this Extraordinary General Meeting.

In order to attend this Extraordinary General Meeting, holders of H Shares should ensure that the relevant share certificates, accompanied by all transfer documents, are lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, before 4:30 p.m. on Friday, 6 October 2023.

2. Proxy

- (1) Each shareholder (the "Shareholder") entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.

To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation must be delivered to the Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the Extraordinary General Meeting (i.e. 1:30 p.m. on Wednesday, 11 October 2023) or not less than 24 hours before the time appointed for voting by poll.

- (3) Any voting at the Extraordinary General Meeting shall be taken by poll.

3. Registration procedures for attending the Extraordinary General Meeting

A Shareholder or his proxy should present proof of identity when attending the Extraordinary General Meeting. If a Shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body may attend the Extraordinary General Meeting by providing a copy of the resolution of the Board or other governing body of such Shareholder appointing such person to attend the meeting.

4. Voting by poll

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Extraordinary General Meeting will demand a poll in relation to all the proposed resolutions at the Extraordinary General Meeting in accordance with Article 118 of the articles of association of the Company.

Resolution 1 set out in this notice is a special resolution, which shall be passed by the affirmative votes representing at least two-thirds of the total number of Shares held by the attending Shareholders having voting rights; resolutions 2 to 5 are ordinary resolutions, which shall be passed by the affirmative votes representing at least one half of the total number of Shares held by the attending Shareholders having voting rights; resolutions 3 to 5 will adopt the method of cumulative voting respectively where the number of votes carried by each Share held by the Shareholders shall be equal to the number of positions and the Shareholders may concentrate their entitled votes when voting. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of executive Directors and non-executive Directors upon whom he/she can vote, when electing executive

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

Directors and non-executive Directors. Each Shareholder may vote at his/her own discretion in favour of one executive Director candidate or one non-executive Director candidate, or each Shareholder may vote at his/her own discretion in favour of different executive Director candidates and non-executive Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent non-executive Directors upon whom he/she can vote, when electing independent non-executive Directors. Each Shareholder may vote at his/her own discretion in favour of one independent non-executive Director candidate or different independent non-executive Director candidates in any combination; (3) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-employee representative Supervisors upon whom he/she can vote, when electing non-employee representative Supervisors. Each Shareholder may vote at his/her own discretion in favour of one non-employee representative Supervisor candidate or different non-employee representative Supervisor candidates in any combination.

5. Miscellaneous

- (1) The Extraordinary General Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

- (2) The address of Computershare Hong Kong Investors Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

- (3) The registered office of the Company:

Haitong Securities Building, No. 689 Guangdong Road
Shanghai
The People's Republic of China

Contact Office: Office of the Board
Telephone No.: 86 (21) 6341 1000
Facsimile No.: 86 (21) 6341 0627
Email: dshbgs@haitong.com

- (4) Please refer to the circular of the Company in relation to the Extraordinary General Meeting to be published on or before 21 September 2023 for details of the resolution to be proposed at the Extraordinary General Meeting for consideration and approval.

As at the date of this notice, the executive directors of the Company are Mr. ZHOU Jie and Mr. LI Jun; the non-executive directors of the Company are Mr. TU Xuanxuan, Mr. ZHOU Donghui, Ms. XIAO Hehua and Mr. XU Jianguo; and the independent non-executive directors of the Company are Mr. ZHANG Ming, Mr. LAM Lee G., Mr. ZHU Hongchao and Mr. ZHOU Yu.

* For identification purpose only

COMPARISON CHART OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF HAITONG SECURITIES CO., LTD.

Original article	Proposed to be amended to	Basis
CHAPTER ONE GENERAL PROVISIONS		
<p>Article 10 According to the provisions <u>of the Constitution of the Communist Party of China ("CPC")</u>, <u>the Company</u> is required to establish an organization to <u>carry out CPC activities</u>. <u>The Company shall</u> provide necessary conditions to facilitate activities of CPC organization. <u>While CPC organization is an organic part of corporate governance structure</u>, the Company's CPC committee plays a leading role in holding directions, regulating overall conditions and ensuring implementation, <u>studies</u> and discusses the Company's major operational and management matters and supports shareholders' general meeting, the Board, the Supervisory Committee and the management to exercise their powers and functions according to laws.</p> <p>The Board <u>shall take into account the opinions of CPC organization</u> before making decisions on major matters. The Board shall make decision <u>according to study and discussion with CPC organization</u> in respect of major operational and management matters <u>involving the national macroeconomic control measures, national development strategies and national security</u>.</p>	<p>Article 10 According to the provisions <u>of the Constitution of the Communist Party of China ("CPC") and the Company Law</u>, <u>the Company</u> is required to <u>establish</u> a CPC organization and <u>related administrative organs, maintain a certain number of full-time and part-time CPC affairs staff, and guarantee sufficient funds to</u> provide necessary conditions to facilitate activities of CPC organization. The Company's CPC committee plays a leading role in holding directions, regulating overall conditions and ensuring implementation, discusses <u>and makes decisions</u> on major matters of the Company <u>in accordance with the regulations</u> and supports shareholders' general meeting, the Board, the Supervisory Committee and the management to exercise their powers and functions according to laws.</p> <p><u>Study and discussion by the CPC committee of the Company are the preceding procedures</u> for decision-making on major issues by the Board <u>and the management</u>. Major operational and management matters <u>must first be studied and discussed by CPC committee, and then</u> be decided by the Board <u>or the management</u>.</p>	<p>Articles 11, 13, 35, 36 and 37 of the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for Trial Implementation) (《中國共產黨國有企業基層組織工作條例(試行)》)</p>

Original article	Proposed to be amended to	Basis
CHAPTER TWO OBJECTIVES AND SCOPE OF OPERATION		
<p>Article 12 The objectives of the operation of the Company: to insist on the “practical, developing, sound, stable and outstanding” operation concepts, to serve national strategies with a global vision and Chinese wisdom, and to provide customers with global comprehensive financial solutions. With the mission of building a world-class investment bank, the Company builds itself into a first-class <u>investment banking model in China</u> with international influences.</p> <p>The Company adheres to manage enterprises according to the law, <u>strengthens the goal of business integrity management, and implements</u> the industrial culture of “compliance, integrity, professional and steadiness” <u>in its operation and management, leads its development with correct views on values, risks and development and improves its services to help build a regulated, transparent, open, energetic and resilient capital market.</u></p>	<p>Article 12 The objectives <i>and vision</i> of the operation of the Company: to insist on the <u>corporate values of “only by upholding morality and integrity can enterprises achieve long-term development” and the “practical, developing, sound, stable and outstanding” operation concepts</u>, to serve national strategies with a global vision and Chinese wisdom, and to provide customers with global comprehensive financial solutions. With the mission of building a world-class investment bank under the concept of “<u>services to create values, work hard to shape the future</u>”, the Company builds itself into a first-class <u>modern financial service enterprise</u> in China with international influences.</p> <p>Article 13 The Company adheres to managing enterprises according to the law, <u>operational compliance and integrity, and continues to deepen sound governance, to promote standardized management.</u> The Company also adheres to the cultural <u>and honor and disgrace concept</u> of “compliance, integrity, profession and steadiness” in the <u>securities industry, strengthens the supervision and management of business integrity, improves various rules and systems, promotes</u> the construction of <u>a culture of integrity, and seriously investigates and deals with violations of regulations and disciplines, to effectively prevent the risk of integrity practice.</u></p>	<p>Amending based on actual conditions of the Company</p> <p>Article 5 of the Implementation Rules for the Professional Integrity of Securities Firms and Their Employees (《證券經營機構及其工作人員廉潔從業實施細則》)、the Securities Industry Code of Conduct (《證券行業誠信準則》) the concepts of honor and shame for the securities industry; amending with reference to the Implementation Plan for Building of the Company’s Rule of Law (《公司法治建設工作實施方案》), the Management Measures for Business Integrity of the Company (《公司廉潔從業管理辦法》) and other requirements</p>

Original article	Proposed to be amended to	Basis
CHAPTER THREE SHARES		
<p>Article 28 The Company may, according to the provisions of the relevant laws, administrative regulations, departmental rules and regulations, and the Articles and relevant requirements of securities regulatory authorities in the place where the Company's shares are listed, acquire its shares under the following circumstances:</p> <p>(i) to reduce registered capital of the Company;</p> <p>(ii) to merge with another company that holds shares in the Company;</p> <p>(iii) to use the shares for employee shareholding plans or for share incentives;</p> <p>(iv) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any shareholders' general meeting on the merger or division of the Company;</p> <p>(v) to use the shares for converting the convertible bonds issued by the Company to stock;</p> <p>(vi) necessary acts by the Company to protect its value while safeguarding the interests of shareholders;</p> <p>(vii) other circumstances as permitted by laws and administrative regulations and securities regulatory authorities in the place where the Company's shares are listed.</p> <p>The Company shall not engage in the trading of its shares, save for the circumstances specified above.</p>	<p>Article 29 <i>In principle</i>, the Company <i>shall not acquire its shares, however, it may</i>, according to the provisions of the relevant laws, administrative regulations, departmental rules and regulations, and the Articles and relevant requirements of securities regulatory authorities in the place where the Company's shares are listed, acquire its shares under the following circumstances:</p> <p>(i) to reduce registered capital of the Company;</p> <p>(ii) to merge with another company that holds shares in the Company;</p> <p>(iii) to use the shares for employee shareholding plans or for share incentives;</p> <p>(iv) to acquire shares held by shareholders (upon their request) who vote against any resolution proposed in any shareholders' general meeting on the merger or division of the Company;</p> <p>(v) to use the shares for converting the convertible bonds issued by the Company to stock;</p> <p>(vi) necessary acts by the Company to protect its value while safeguarding the interests of shareholders;</p> <p>(vii) other circumstances as permitted by laws and administrative regulations and securities regulatory authorities in the place where the Company's shares are listed.</p> <p>The Company shall not engage in the trading of its shares, save for the circumstances specified above.</p>	<p>Article 24 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision) (《上市公司章程指引(2022年修订)》); Article 142 of the Company Law of the People's Republic of China (2018 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 40 The financial assistance mentioned in the Articles of Association shall include (but not limited) to the following means:</p> <p>(i) Gift;</p> <p>(ii) Guarantee (including the assumption of liability or provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;</p> <p>(iii) Provision of loan or conclusion of any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or the novation of, or the assignment of rights arising under, such loan or contract;</p> <p>(iv) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>Undertaking of obligations mentioned in this Article shall include the Undertaking of obligations by the changing of the obligor's financial position by way of concluding any contract or making any arrangement or by any other means, no matter the foregoing contract or arrangement is enforceable or not, nor whether undertaken on his own account or with any other persons.</p>	<p>Article 41 The financial assistance mentioned in <i>this section of</i> the Articles of Association shall include (but not limited) to the following means:</p> <p>(i) Gift;</p> <p>(ii) Guarantee (including the assumption of liability or provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (other than compensation in respect of the Company's own default) or release or waiver of any rights;</p> <p>(iii) Provision of loan or conclusion of any other contract under which the obligations of the Company are to be fulfilled before the obligations of another party, or the novation of, or the assignment of rights arising under, such loan or contract;</p> <p>(iv) Any other form of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would thereby be reduced to a material extent.</p> <p>Undertaking of obligations mentioned in this Article shall include the Undertaking of obligations by the changing of the obligor's financial position by way of concluding any contract or making any arrangement or by any other means, no matter the foregoing contract or arrangement is enforceable or not, nor whether undertaken on his own account or with any other persons.</p>	<p>Amending based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
CHAPTER FOUR CPC ORGANIZATION		
/	<u>Article 45 A CPC committee shall be established by the Company. The CPC committee of the Company shall consist of one secretary, one to two deputy secretaries, and several other members. The responsible persons of the discipline inspection and supervision organs are members of the CPC committee. The secretary to the CPC committee and the Chairman shall be the same person, while deputy secretary is assumed by the general manager who is also a CPC member and one full-time deputy secretary shall be designated to assist the secretary in carrying out CPC-building work. Eligible members of the CPC committee can join the Board, the Supervisory Committee and the management through legal procedures, while eligible members of the Board, the Supervisory Committee and the management who are also CPC members can also join the CPC committee in accordance with relevant rules and procedures.</u>	Articles 4, 6, 14 and 31 of the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for Trial Implementation) (《中國共產黨國有企業基層組織工作條例(試行)》); the Implementation Plan on Reform of Discipline Inspection and Supervision of Haitong Securities (《海通證券紀檢監察派駐改革實施方案》)
/	<u>Article 46 The Company's CPC committee plays a leading role in holding directions, regulating overall conditions and ensuring implementation, and discusses and makes decisions on major matters of the Company in accordance with the regulations. The primary-level CPC organization of the Company shall carry out work with focus on production and operation of the Company. The CPC committee shall ensure and supervise the full implementation of guiding principles and policies of the CPC and the state by the Company; it shall support the shareholders' general meeting, the Board, the Supervisory Committee and the management to exercise their powers and functions according to law; it shall faithfully support the assembly of employee representatives in performing its functions through relying on the employees; it shall participate in the decision-making process of material matters of the Company; it shall strengthen its own organizational development, undertake the main responsibility of improving CPC conduct and upholding integrity, play a leading role in the ideological and political work and the spiritual civilization construction of the Company and lead the mass organizations such as the labor union and the Communist Youth League.</u>	Article 33 of the Constitution of the Communist Party of China; Article 11 of the Working Rules of Primary-level Party Organizations of State-owned Enterprises (for Trial Implementation)

Original article	Proposed to be amended to	Basis
CHAPTER FIVE SHAREHOLDERS, EQUITY OWNERSHIP MANAGEMENT AND SHAREHOLDERS' GENERAL MEETING		
<p>Article 55 Shareholders of the Company shall have a full understanding of their rights and obligations, be fully aware of the information on the operation and management situation and potential risks of <u>securities companies</u>, have reasonable investment expectations and a real willingness to make capital contribution, and perform necessary internal decision-making procedures.</p> <p>Shareholders of the Company shall abide by laws and regulations, requirements of the CSRC and the articles of association of the Company, uphold the long-term investment philosophy, exercise shareholders' rights in accordance with the law, and perform shareholder obligations.</p>	<p>Article 58 Shareholders of the Company shall have a full understanding of <u>their conditions as well as their</u> rights and obligations, be fully aware of the information on the operation and management situation and potential risks of <u>the Company</u>, have reasonable investment expectations and a real willingness to make capital contribution, and perform necessary internal decision-making procedures.</p> <p><u>No agreement of "bet-on" nature shall be signed nor shall any related arrangement be formed whereby the Company or other designated entities shall repurchase or accept the transfer of equity from particular shareholders when the Company fails to meet certain conditions in the future.</u></p> <p>Shareholders of the Company shall abide by laws and regulations, requirements of the CSRC and the articles of association of the Company, uphold the long-term investment philosophy, exercise shareholders' rights in accordance with the law, and perform shareholder obligations.</p>	<p>Article 20 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision) (《證券公司股權管理規定(2021修正)》)</p>

Original article	Proposed to be amended to	Basis
<p>Article 56 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(i) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(ii) the right to attend or appoint a proxy to attend <u>shareholders' general meetings</u> and to exercise the voting right;</p> <p>(iii) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(iv) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(v) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; the right to inspect and copy, subject to the payment of a reasonable charge: <ol style="list-style-type: none"> all parts of the register of shareholders; 	<p>Article 59 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(i) the right to dividends and other distributions in proportion to the number of shares held;</p> <p>(ii) the right to <u>legally request, convene, chair</u>, attend or appoint a proxy to attend <u>shareholders' general meetings</u> and to exercise the voting right <u>thereat</u>;</p> <p>(iii) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(iv) the right to transfer shares in accordance with the laws, administrative regulations and provisions of the Articles of Association;</p> <p>(v) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> the right to obtain a copy of the Articles of Association, subject to payment of the cost of such copy; the right to inspect and copy, subject to the payment of a reasonable charge: <ol style="list-style-type: none"> all parts of the register of shareholders; 	<p>Article 33 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 27 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision); the original third paragraph of this article was adjusted to the first paragraph of Article 73 after the amendment</p>

Original article	Proposed to be amended to	Basis
(2) personal particulars of each of the Company's Directors, Supervisors, general manager and other senior management members;	(2) personal particulars of each of the Company's Directors, Supervisors, general manager and other senior management members;	
(3) report on the state of the Company's share capital;	(3) report on the state of the Company's share capital;	
(4) the latest audited financial statements of the Company, and reports of the Board, auditor and Supervisory Committee;	(4) the latest audited financial statements of the Company, and reports of the Board, auditor and Supervisory Committee;	
(5) special resolutions of shareholders' general meetings and/or the Board of the Company;	(5) special resolutions of shareholders' general meetings and/or the Board of the Company;	
(6) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose, and their breakdown by domestic and foreign invested shares;	(6) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount of cost incurred by the Company for this purpose, and their breakdown by domestic and foreign invested shares;	

Original article	Proposed to be amended to	Basis
(7) minutes of shareholders' general meetings;	(7) minutes of shareholders' general meetings;	
(8) duplicate of the latest Annual Inspection Form that has been filed with company registration authority or other competent authority;	(8) duplicate of the latest Annual Inspection Form that has been filed with company registration authority or other competent authority;	
(9) corporate bond counterfoils;	(9) corporate bond counterfoils;	
(10) resolutions of Board meetings;	(10) resolutions of Board meetings;	
(11) resolutions of Supervisory Committee meetings; and	(11) resolutions of Supervisory Committee meetings; and	
(12) the financial report.	(12) the financial report.	
Documents of Item (1) to (8) (except Item (2)) mentioned above shall be made available by the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and overseas-listed foreign invested shareholders to inspect with no charge (Item (7) is only for shareholders to inspect).	Documents of Item (1) to (8) (except Item (2)) mentioned above shall be made available by the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and overseas-listed foreign invested shareholders to inspect with no charge (Item (7) is only for shareholders to inspect).	

Original article	Proposed to be amended to	Basis
<p>(vi) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(vii) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(viii) such other rights conferred by the laws, regulations, rules, regulatory documents and the Article.</p> <p>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held in the event that any person has not disclosed the rights and interests they hold directly or indirectly.</p> <p><u>Shareholders shall notify the Company in advance if, through subscription or assignment of the equity of the Company or the equity of the Company's shareholders or otherwise, the shareholders may hold 5% or more of the Company's registered capital.</u></p> <p>In the event of change of substantial shareholders, shareholders shall be officially entitled to hold the corresponding proportion of the Company's shares only upon <u>approval</u> from the CSRC. Shareholders who shall but have not been <u>approved</u> by the regulatory authorities or have not filed with the regulatory authorities, or those who have not completed the rectification, shall not exercise such rights as requesting to convene a general meeting, voting, nominating, proposing and disposition, etc. <u>Shareholders who shall but have not been approved by the regulatory authorities shall dispose of the corresponding equity interest if they are unable to obtain such approval within one year.</u></p>	<p>(vi) with respect to shareholders who vote against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(vii) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(viii) such other rights conferred by the laws, regulations, rules, regulatory documents and the Article.</p> <p>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held in the event that any person has not disclosed the rights and interests they hold directly or indirectly.</p> <p>In the event of change of substantial shareholders, shareholders shall be officially entitled to hold the corresponding proportion of the Company's shares only upon <u>approval</u> from the CSRC. Shareholders who shall but have not been <u>approved</u> by the regulatory authorities or have not filed with the regulatory authorities, or those who have not completed the rectification, shall not exercise such rights as requesting to convene a general meeting, voting, nominating, proposing and disposition, etc.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 62 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(i) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(iii) to invest the Company with its own funds which shall be legally obtained, and shall not make any investment in the Company with non-own funds such as entrusted funds, unless <u>otherwise provided</u> by laws and regulations; substantial shareholders and controlling shareholders of the Company shall replenish capital to the Company when necessary;</p> <p>(iv) to explain the shareholding structure truthfully, accurately and completely up to the actual controllers, the ultimate beneficial owner, and the related relationship or the relationship of concerted action with other shareholders and shall not evade the approval or supervision of the shareholder qualification by concealing or deceiving;</p> <p>(v) not to divest the shares unless required by the laws and regulations;</p>	<p>Article 64 The ordinary shareholders of the Company shall assume the following obligations:</p> <p>(i) to abide by laws, administrative regulations and the Articles of Association;</p> <p>(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;</p> <p>(iii) <u>to fulfill obligation of capital contribution in strict accordance with the laws and regulations, and the stipulations of the CSRC;</u> to invest the Company with its own funds which shall be legally obtained, and shall not make any investment in the Company with non-own funds such as entrusted funds, unless otherwise <u>recognized</u> by laws and regulations <u>and the CSRC;</u> substantial shareholders and controlling shareholders of the Company shall replenish capital to the Company when necessary;</p> <p>(iv) to explain the shareholding structure truthfully, accurately and completely up to the actual controllers, the ultimate beneficial owner, and the related relationship or the relationship of concerted action with other shareholders and shall not evade the approval or supervision of the shareholder qualification by concealing or deceiving;</p> <p>(v) not to divest the shares unless required by the laws and regulations;</p>	<p>Article 21 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>(vi) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; Shareholders who make false statements, abuse shareholders' rights or do other acts that prejudice the interests of the Company, shall not exercise such rights as requesting to convene a general meeting, voting, nominating, proposing and disposition, etc.; Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for compensation according to the law; where shareholders of the Company abuse the Company's position 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;</p> <p>(vii) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further subsequent contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p>(vi) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company; Shareholders who make false statements, abuse shareholders' rights or do other acts that prejudice the interests of the Company, shall not exercise such rights as requesting to convene a general meeting, voting, nominating, proposing and disposition, etc.; Shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for compensation according to the law; where shareholders of the Company abuse the Company's position 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;</p> <p>(vii) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further subsequent contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 63 Shareholders of the Company and their actual controllers shall not perform the following acts:</p> <p>(i) False or untruthful capital contribution, withdrawal or evasion of capital contribution, or withdrawal or evasion of capital contribution in a disguised form;</p> <p>(ii) In violation of laws, administrative regulations and the Articles of Association to intervene in the operations and management of the Company;</p> <p>(iii) Abuse rights or influence to occupy the assets of the Company or customers, and transfer interests, which damage the legitimate rights and interests of the Company, other shareholders or customers;</p> <p>(iv) Illegally require the Company to provide financing or guarantee to them or their related parties, or force, instruct, assist, accept the Company to provide financing or guarantee with the assets of its securities brokerage clients or securities asset management clients;</p> <p>(v) Conduct improper related party transactions with the Company and use the influence on the Company's operation and management to obtain illegitimate interests;</p> <p>(vi) Without approval entrust others or accept trust from others to hold or manage the equity of the Company, accept or transfer the control over the equity of the Company in a disguised form;</p>	<p>Article 65 Shareholders of the Company and their <u>controlling shareholders and</u> actual controllers shall not perform the following acts:</p> <p>(i) False or untruthful capital contribution <u>to the Company</u>, withdrawal or evasion of capital contribution, or withdrawal or evasion of capital contribution in a disguised form;</p> <p>(ii) In violation of laws, administrative regulations and the Articles of Association to intervene in the operations and management of the Company;</p> <p>(iii) Abuse rights or influence to occupy the assets of the Company or customers, and transfer interests, which damage the legitimate rights and interests of the Company, other shareholders or customers;</p> <p>(iv) Illegally require the Company to provide financing or guarantee to them or their related parties, or force, instruct, assist, accept the Company to provide financing or guarantee with the assets of its securities brokerage clients or securities asset management clients;</p> <p>(v) Conduct improper related party transactions with the Company and use the influence on the Company's operation and management to obtain illegitimate interests;</p> <p>(vi) Without approval entrust others or accept trust from others to hold or manage the equity of the Company, accept or transfer the control over the equity of the Company in a disguised form;</p>	<p>Article 29 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>(vii) Other acts prohibited by the CSRC.</p> <p>The Company and its directors, supervisors, senior management and other relevant parties shall not cooperate with the Company's shareholders and their actual controllers to bring about the above acts. If the Company finds out that the shareholders and their actual controllers have the abovementioned acts, it should take timely measures to prevent the violations from intensifying, and report to the local office of the CSRC within 2 working days.</p>	<p>(vii) Other acts prohibited by the CSRC.</p> <p>The Company and its directors, supervisors, senior management and other relevant parties shall not cooperate with the Company's shareholders and their <u>controlling shareholders and</u> actual controllers to bring about the above acts. If the Company finds out that the shareholders and their <u>controlling shareholders and</u> actual controllers have the abovementioned acts, it should take timely measures to prevent the violations from intensifying, and report to the local office of the CSRC within 2 working days.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 66 The controlling shareholders and beneficial controller of the Company shall not exploit their connected relationship with the Company to harm the interests of the Company. In the case of having violated such provision and caused damage to the company, they are liable for compensation.</p> <p>The controlling shareholders and beneficial controller of the Company and their associates shall adopt effective measures to avoid engaging in business in competition with that of the Company.</p> <p>The Company shall not have the following connections with its shareholders (or their associates):</p> <p>(1) holding shares of the shareholders, unless otherwise permitted by laws, administrative regulations or CSRC;</p> <p>(2) conferring improper benefits to shareholders by means of purchase of securities held by that shareholders;</p> <p>(3) allowing illegal appropriation of assets of the Company by shareholders;</p> <p>(4) engaging in any other actions as prohibited by laws, administrative regulations or CSRC.</p>	<p>Article 67 The controlling shareholders and beneficial controller of the Company shall not exploit their connected relationship with the Company to harm the interests of the Company. In the case of having violated such provision and caused damage to the company, they are liable for compensation.</p> <p>The controlling shareholders and beneficial controller of the Company and their associates shall adopt effective measures to avoid engaging in business in competition with that of the Company.</p> <p>The Company shall not have the following connections with its shareholders (or their associates):</p> <p>(1) holding shares of the shareholders, unless otherwise permitted by laws, administrative regulations or CSRC;</p> <p>(2) conferring improper benefits to shareholders by means of purchase of securities held by that shareholders;</p> <p>(3) allowing illegal appropriation of assets of the Company by shareholders;</p> <p>(4) engaging in any other actions as prohibited by laws, administrative regulations or CSRC.</p>	<p>Article 40 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 68 The shareholding period of the shareholders shall comply with the laws, administrative regulations and the relevant provisions of the CSRC. The actual controller of the shareholders shall abide by the same lock-up period for the equity of the Company under its control as the shareholders of the Company, except for cases recognized by CSRC according to law.</p>	<p>Article 69 The shareholding period of the shareholders shall comply with the laws, administrative regulations and the relevant provisions of the CSRC. <u>The shareholding period may be calculated in continuance if shareholders acquire equity in another securities company by way of share swap, etc.</u></p> <p><u>If the major assets of a shareholder are equity in the Company, the controlling shareholder and</u> the actual controller of the shareholder shall abide by the same lock-up period for the equity of the Company under its control as the shareholders of the Company, except for cases recognized by CSRC according to law.</p>	<p>Article 24 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>
<p>Article 69 The shareholders shall not pledge their equity in the Company during the equity lock-up period. Upon the expiry of the lock-up period, the proportion of the Company's equity interest held by the shareholders that is pledged shall not exceed 50% of the proportion of the Company's equity interest held by the shareholders.</p> <p>Shareholders who have pledged the equity interest in the Company shall not prejudice the interests of other shareholders and the Company, <u>maliciously circumvent the requirements of the equity lockup period</u>, or agree that the pledgee or other third parties shall exercise the voting rights and other shareholders' rights, nor shall they transfer the control over the equity interest of the Company in a disguised form.</p>	<p>Article 70 The shareholders shall not pledge their equity in the Company during the equity lock-up period. Upon the expiry of the lock-up period, the proportion of the Company's equity interest held by the shareholders that is pledged shall not exceed 50% of the proportion of the Company's equity interest held by the shareholders.</p> <p>Shareholders who have pledged the equity interest in the Company shall not prejudice the interests of other shareholders and the Company, or agree that the pledgee or other third parties shall exercise the voting rights and other shareholders' rights, nor shall they transfer the control over the equity interest of the Company in a disguised form.</p> <p><u>The first paragraph of this article shall not apply to shareholders who hold less than 5% of the Company's equity.</u></p>	<p>Article 25 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 74 The Company's <u>share management and related matters</u> shall be <u>implemented</u> in accordance with the Provisions on the Administration of Equity Ownership of Securities Companies and relevant laws and regulations and regulatory documents; if the Articles of Association are not expressly prescribed or inconsistent with the aforesaid basis, they shall be implemented in accordance with the Provisions on the Administration of Equity Ownership of Securities Companies and relevant laws and regulations and regulatory documents.</p>	<p>Article 71 The Company's <u>equity ownership management</u> shall be <u>implemented</u> in accordance with the Provisions on the Administration of Equity Ownership of Securities Companies and other relevant laws and regulations and regulatory documents; if the Articles of Association are not expressly prescribed or inconsistent with the aforesaid basis, they shall be implemented in accordance with the Provisions on the Administration of Equity Ownership of Securities Companies and relevant laws and regulations and regulatory documents.</p>	Adjusting the sequence of the article and rewording
<p>Article 57 When the voting shares issued by the Company as held by an investor through securities trading on the stock exchange or jointly with others through agreements or other arrangements reach 5%, the investor shall, within 3 days after the event occurs, submit a written report to the securities regulatory authorities of the State Council and the stock exchange, notify the Company and make an announcement thereon. The investor shall not trade in the Company's Shares within the aforesaid period, unless under any circumstance prescribed by the securities regulatory authorities of the State Council.</p> <p>After the voting shares issued by the Company as held by an investor or jointly with others through agreements or other arrangements reach 5%, the investor shall, according to the provisions of the preceding paragraph, make a report and announcement each time when the proportion of voting shares issued by the Company increases or decreases by 5%. From the day when the event occurs to the end of 3 days after the announcement is made, the investor shall not trade in the Company's Shares, unless under any circumstance prescribed by the securities regulatory authorities of the State Council.</p>	<p>Article 73 <u>Shareholders shall notify the Company in advance if, through subscription or assignment of the equity of the Company or the equity of the Company's shareholders or otherwise, the shareholders may hold or beneficially control 5% or more of the Company's registered capital.</u></p> <p>When the voting shares issued by the Company as held by an investor through securities trading on the stock exchange or jointly with others through agreements or other arrangements reach 5%, the investor shall, within 3 days after the event occurs, submit a written report to the securities regulatory authorities of the State Council and the stock exchange, notify the Company and make an announcement thereon. The investor shall not trade in the Company's Shares within the aforesaid period, unless under any circumstance prescribed by the securities regulatory authorities of the State Council.</p>	<p>Adjusting the sequence of the article and rewording</p> <p>(the original third paragraph of Article 56 was adjusted to the first paragraph of this article after the amendment)</p>

Original article	Proposed to be amended to	Basis
<p>After the voting shares issued by the Company as held by an investor or jointly with others through agreements or other arrangements reach 5%, each time when the proportion of voting shares issued by the Company increases or decreases by 1%, the investor shall notify the Company and make an announcement thereon on the day immediately after the event occurs.</p> <p>Whoever purchases the voting shares of the Company in violation of <u>paragraph 1 or 2</u> shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing them.</p>	<p>After the voting shares issued by the Company as held by an investor or jointly with others through agreements or other arrangements reach 5%, the investor shall, according to the provisions of the preceding paragraph, make a report and announcement each time when the proportion of voting shares issued by the Company increases or decreases by 5%. From the day when the event occurs to the end of 3 days after the announcement is made, the investor shall not trade in the Company's Shares, unless under any circumstance prescribed by the securities regulatory authorities of the State Council.</p> <p>After the voting shares issued by the Company as held by an investor or jointly with others through agreements or other arrangements reach 5%, each time when the proportion of voting shares issued by the Company increases or decreases by 1%, the investor shall notify the Company and make an announcement thereon on the day immediately after the event occurs.</p> <p>Whoever purchases the voting shares of the Company in violation of <u>paragraph 2 or 3</u> shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing them.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 65 A shareholder holding more than 5% of voting shares of the Company shall notify the Company within 5 working days upon the occurrence of the following events:</p> <p>(1) adoption of property preservation or mandatory enforcement measures with respect to the shares of the Company held or controlled by him or it;</p> <p>(2) change of actual controller;</p> <p>(3) change of name;</p> <p>(4) merger or split;</p> <p>(5) imposition of regulatory measures such as suspension of business, designation of trustee, takeover or revocation on it, or it is in the process of dissolution, bankruptcy or liquidation;</p> <p>(6) imposition of administrative punishments or criminal liabilities due to material breach of laws and regulations;</p> <p>(7) occurrence of other events that may result in the transfer of shares of the Company held or controlled by him or it or may affect the operations of the Company.</p>	<p>Article 74 A shareholder <u>or actual controller</u> holding more than 5% of voting shares of the Company shall notify the Company within 5 working days upon the occurrence of the following events:</p> <p>(1) adoption of property preservation or mandatory enforcement measures with respect to the shares of the Company held or controlled by him or it;</p> <p>(2) change of actual controller;</p> <p>(3) change of name;</p> <p>(4) merger or split;</p> <p>(5) imposition of regulatory measures such as suspension of business, designation of trustee, takeover or revocation on it, or it is in the process of dissolution, bankruptcy or liquidation;</p> <p>(6) imposition of administrative punishments or criminal liabilities due to material breach of laws and regulations;</p> <p>(7) occurrence of other events that may result in the transfer of shares of the Company held or controlled by him or it or may affect the operations of the Company.</p>	<p>Article 10 of the Code of Corporate Governance for Securities Companies (2020 Revision) (《證券公司治理準則(2020修訂)》); adjusting the sequence of the article</p>

Original article	Proposed to be amended to	Basis
<p>Where a shareholder holding more than 5% of voting shares of the Company pledges any shares in his possession, he shall report the same to the Company in writing on the day on which he pledges his shares.</p> <p>The Company shall report to the branch office of CSRC of its place of domicile within 5 working days from acknowledging the occurrence of the events as stated above.</p>	<p>Where a shareholder holding more than 5% of voting shares of the Company pledges any shares in his possession, he shall report the same to the Company in writing on the day on which he pledges his shares.</p> <p>The Company shall report to the branch office of CSRC of its place of domicile within 5 working days from acknowledging the occurrence of the events as stated above.</p>	
<p>Article 72 The Company shall strengthen the examination on the qualifications of shareholders, conduct verification on the information of <u>the</u> shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, ultimate beneficial owners and closely monitor changes therein. The Company shall make judgements on its impact on the Company's operations and management, report or disclose relevant information timely, accurately and completely in accordance with the law, and perform the report and approval procedures when necessary.</p>	<p>Article 75 The Company shall strengthen the examination on the qualifications of shareholders, conduct verification on the information of the <u>substantial</u> shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, ultimate beneficial owners and closely monitor changes therein. The Company shall make judgements on its impact on the Company's operations and management, report or disclose relevant information timely, accurately and completely in accordance with the law, and perform the report and approval <u>or filing</u> procedures when necessary.</p>	<p>Article 26 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 73 The Company shall, in accordance with the principle of penetration, manage the shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficial owners as they were its related parties. The Company shall accurately identify related parties, strictly implement the approval system and the information disclosure system with regard to related party transactions, to avoid any harm to the lawful rights and interests of the Company and its customers, and to promptly report the related party transactions to the CSRC and its local branches.</p>	<p>Article 76 The Company shall, in accordance with the principle of penetration, manage the shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficial owners as they were its related parties. The Company shall accurately identify related parties, strictly implement the approval system and the information disclosure system with regard to related party transactions, to avoid any harm to the lawful rights and interests of the Company and its customers, and to promptly report the related party transactions to the CSRC and its local branches.</p> <p><i><u>The first paragraph of this article shall not apply to shareholders who hold less than 5% of the Company's equity.</u></i></p>	<p>Article 28 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>
<p>Article 74 The Company's <u>share management and related matters</u> shall be implemented in accordance with the <u>Provisions on the Administration of Equity Ownership of Securities Companies</u> and relevant laws and regulations and regulatory documents; if the Articles of Association are not expressly prescribed or inconsistent with the aforesaid basis, they shall be <u>implemented</u> in accordance with the Provisions on the Administration of Equity Ownership of Securities Companies and relevant laws and regulations and regulatory documents.</p>	<p>Article 77 <u>In the event of the occurrence of any illegal actions or misconducts related to equity management affairs in violation of laws, administrative regulations and regulatory requirements, the shareholders, the Company, persons responsible for equity management affairs and related entities shall bear corresponding responsibilities in accordance with the provisions of the Securities Law, the Regulations on Supervision and Administration of Securities Companies and other relevant laws, regulations and normative documents.</u></p>	<p>Article 28 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 75 The shareholders' general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>(i) to decide on the operating policies and investment plans of the Company;</p> <p>(ii) to elect and remove Directors and Supervisors (not being staff representatives), and to fix the remuneration of the relevant Directors and Supervisors;</p> <p>(iii) to examine and approve the reports of the Board;</p> <p>(iv) to examine and approve the reports of the Supervisory Committee;</p> <p>(v) to examine and approve the annual report of the Company;</p> <p>(vi) to examine and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(vii) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(viii) to adopt resolutions on any increment or reduction of registered capital of the Company and issue any type of shares, warrants and other similar securities;</p>	<p>Article 78 The shareholders' general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>(i) to decide on the operating policies and investment plans of the Company;</p> <p>(ii) to elect and remove Directors and Supervisors (not being staff representatives), and to fix the remuneration of the relevant Directors and Supervisors;</p> <p>(iii) to examine and approve the reports of the Board;</p> <p>(iv) to examine and approve the reports of the Supervisory Committee;</p> <p>(v) to examine and approve the annual report of the Company;</p> <p>(vi) to examine and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(vii) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(viii) to adopt resolutions on any increment or reduction of registered capital of the Company and issue any type of shares, warrants and other similar securities;</p>	<p>Rule 6.1.9 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023); rewording based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
(ix) to adopt resolutions on any issuance of bonds of the Company;	(ix) to adopt resolutions on any issuance of bonds of the Company;	
(x) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;	(x) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;	
(xi) to amend the Articles of Association;	(xi) to amend the Articles of Association;	
(xii) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;	(xii) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;	
(xiii) to examine and approve matters relating to security under <u>Article 76</u> ;	(xiii) to examine and approve matters relating to security under <u>Article 79</u> ;	
(xiv) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 15% the Company's latest audited total assets;	<u>(xiv) to examine and approve matters relating to financial assistance under Article 80;</u>	
(xv) to examine and approve the change of the purpose for raising funds;	<u>(xv)</u> to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 15% the Company's latest audited total assets;	
(xvi) to examine and approve an application of funds for external investment, the value of which reaches or exceeds 10% of the latest audited net assets of the Company;	<u>(xvi)</u> to examine and approve the change of the purpose for raising funds;	
(xvii) According to Listing rules of shares on the Shanghai Stock Exchange, to examine and approve the connected transactions which shall be examined by the shareholders' general meeting, that is, the total amount of the connected transactions between the Company and its connected parties exceeding 30 million and the connected transactions taking more than 5% of the latest audited net assets of <u>the Company</u> ;	<u>(xvii)</u> to examine and approve an application of funds for external investment, the value of which reaches or exceeds 10% of the latest audited net assets of the Company;	

Original article	Proposed to be amended to	Basis
<p>(xviii) According to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), to examine and approve the connected transactions which shall be approved by the independent shareholders (that is, those who are not interested in the relevant connection transactions). The connected transactions of the Company shall be conducted on normal commercial terms. The connected transactions are usually classified as the one-off connected transactions and the continuing connected transactions. Except when the relevant exemption provisions of the Hong Kong Listing Rules apply, such as, (1) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 5%, and the total consideration (in terms of the one-off connected transaction) or the annual connected transactions (in terms of the continuing connected transactions) reaches or exceeds HK\$10 million, (2) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 25%; or (3) in the event that the Company (excluding its subsidiaries) issue new shares to the connected party, then the transaction shall be approved by the independent shareholders. In particular, the asset ratio refers to the total value of the assets involved in the connected transactions divided by the total value of the assets of the Company; the return ratio refers to the return ratio attributable to the connected</p>	<p>(xviii) According to Listing rules of shares on the Shanghai Stock Exchange, to examine and approve the connected transactions which shall be examined by the shareholders’ general meeting, that is, the total amount of the connected transactions between the Company and its connected parties exceeding 30 million and the connected transactions taking more than 5% of the latest audited net assets of the Company;</p> <p>(xix) According to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), to examine and approve the connected transactions which shall be approved by the independent shareholders (that is, those who are not interested in the relevant connection transactions). The connected transactions of the Company shall be conducted on normal commercial terms. The connected transactions are usually classified as the one-off connected transactions and the continuing connected transactions. Except when the relevant exemption provisions of the Hong Kong Listing Rules apply, such as, (1) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 5%, and the total consideration (in terms of the one-off connected transaction) or the annual connected transactions (in terms of the continuing connected transactions) reaches or exceeds HK\$10 million, (2) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio</p>	

Original article	Proposed to be amended to	Basis
<p>transactions in the assets involved divided by the return of the Company; the consideration ratio refers to the relevant consideration divided by the total market value of the Company; the equity ratio refers to par value of the share capital issued as the consideration divided by the par value of the share capital issued by the Company prior to the connected transaction. The foregoing statements are for reference only, and shall not replace or revise to any extent the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions. The Company shall comply with the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions.</p> <p>(xix) to examine the implementation schemes on the mechanism for long-term effective incentives, such as equity incentive scheme and employee shareholding plan;</p> <p>(xx) to examine and approve the proposal submitted by the individual shareholder or the shareholders collectively holding more than 3% (including 3%) of the Company's voting shares;</p> <p>(xxi) to resolve on the repurchase of the Company's shares as prescribed under items (I) and (II) of Article 28 of the Articles of Association;</p> <p>(xxii) to examine other matters required by laws, administrative regulations, departmental rules or the Articles of Association to be resolved by the shareholders' general meeting.</p>	<p>of the connected transactions reaches or exceeds 25%; or (3) in the event that the Company (excluding its subsidiaries) issue new shares to the connected party, then the transaction shall be approved by the independent shareholders. In particular, the asset ratio refers to the total value of the assets involved in the connected transactions divided by the total value of the assets of the Company; the return ratio refers to the return ratio attributable to the connected transactions in the assets involved divided by the return of the Company; the consideration ratio refers to the relevant consideration divided by the total market value of the Company; the equity ratio refers to par value of the share capital issued as the consideration divided by the par value of the share capital issued by the Company prior to the connected transaction. The foregoing statements are for reference only, and shall not replace or revise to any extent the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions. The Company shall comply with the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions.</p> <p><u>(xx)</u> to examine the implementation schemes on the mechanism for long-term effective incentives, such as equity incentive scheme and employee shareholding plan;</p> <p><u>(xxi)</u> to examine and approve the proposal submitted by the individual shareholder or the shareholders collectively holding more than 3% (including 3%) of the Company's voting shares;</p>	

Original article	Proposed to be amended to	Basis
<p>For matters to be decided at shareholders' general meeting as prescribed by laws, administrative regulations and the Articles, such matters have to be reviewed at shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorise the Board to decide upon such matters within the scope of authorisation of the shareholders' general meeting subject to the applicable laws, regulations and the Articles.</p>	<p><u>(xxii)</u> to resolve on the repurchase of the Company's shares as prescribed under items (I) and (II) of <u>Article 29</u> of the Articles of Association;</p> <p><u>(xxiii)</u> to examine other matters required by laws, administrative regulations, departmental rules, <u>rules on transaction of the stock exchanges</u> or the Articles of Association to be resolved by the shareholders' general meeting.</p> <p>For matters to be decided at shareholders' general meeting as prescribed by laws, administrative regulations and the Articles, such matters have to be reviewed at shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorise the Board to decide upon such matters within the scope of authorisation of the shareholders' general meeting subject to the applicable laws, regulations and the Articles.</p>	

Original article	Proposed to be amended to	Basis
/	<p><u>Article 80 “Financial assistance” transactions (including interest-bearing or interest-free borrowings and entrusted loans) of the Company shall be subject to the consideration of the Board, and shall also be submitted to the shareholders’ general meeting for deliberation after being considered and approved by the Board if they fall under any of the following circumstances:</u></p> <p>(i) <u>the amount of a single financial assistance exceeds 10% of the latest audited net assets of the Company;</u></p> <p>(ii) <u>the latest financial statements of the recipient of financial assistance show that the gearing ratio exceeds 70%;</u></p> <p>(iii) <u>the total amount of financial assistance in the last 12 months exceeds 10% of the Company’s latest audited net assets;</u></p> <p>(iv) <u>other circumstances prescribed by the stock exchange or the Articles of Association.</u></p> <p><u>In the event that the recipient of financial assistance is a majority-owned subsidiary within the scope of the Company’s consolidated statements, and the other shareholders of the majority-owned subsidiary do not include the Company’s controlling shareholder, actual controller and its affiliates, the provisions of the preceding paragraph may be exempted.</u></p>	Rule 6.1.9 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023)

Original article	Proposed to be amended to	Basis
<p>Article 78 The Company shall hold an extraordinary general meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(i) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles;</p> <p>(ii) the uncovered losses are in excess of one third of the Company's total amount of paid-up share capital;</p> <p>(iii) shareholders individually or collectively holding more than 10% of the Company's voting shares request in writing;</p> <p>(iv) the Board or more than <u>one third</u> of the Directors considers it necessary;</p> <p>(v) the Supervisory Committee proposes to convene such meeting;</p> <p>(vi) such other circumstances as required by laws, administrative regulations, departmental rules or the Articles.</p> <p>The number of shares aforementioned in Item (iii) shall be calculated as at the date when such shareholder(s) request in writing.</p>	<p>Article 82 The Company shall hold an extraordinary general meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(i) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles;</p> <p>(ii) the uncovered losses are in excess of one third of the Company's total amount of paid-up share capital;</p> <p>(iii) shareholders individually or collectively holding more than 10% of the Company's voting shares request in writing;</p> <p>(iv) the Board or more than <u>one-third</u> of the Directors considers it necessary;</p> <p>(v) the Supervisory Committee proposes to convene such meeting;</p> <p>(vi) such other circumstances as required by laws, administrative regulations, departmental rules or the Articles.</p> <p>The number of shares aforementioned in Item (iii) shall be calculated as at the date when such shareholder(s) request in writing.</p>	<p>Adjusting the format</p>

Original article	Proposed to be amended to	Basis
<p>Article 82 The shareholders who propose to convene an extraordinary shareholders' general meeting and class meeting shall comply with the following procedure:</p> <p>The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to submit proposed resolutions in writing to the Company to convene an extraordinary shareholders' general meeting. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to convene the extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after passing of the relevant resolution by the Board. Any changes to the original proposal made in the notice shall require the consent of the relevant shareholders.</p> <p>If the Board does not agree to convene the extraordinary general meeting or does not furnish any reply within ten days upon receipt of such proposal, the shareholder(s) individually or jointly holding over 10% of the shares of the Company shall be entitled to propose to the Supervisory Committee that an extraordinary general meeting be convened, and such proposal shall be made in writing to the Supervisory Committee.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of meeting shall be issued within five days upon receipt of such proposal. Any changes to the original <u>proposal</u> made in the notice shall require the approval of the relevant shareholders.</p>	<p>Article 86 The shareholders who propose to convene an extraordinary shareholders' general meeting and class meeting shall comply with the following procedure:</p> <p>The shareholder(s) individually or jointly holding more than 10% of the Company's shares shall have the right to submit proposed resolutions in writing to the Company to convene an extraordinary shareholders' general meeting. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to convene the extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board agrees to convene an extraordinary general meeting, a notice of meeting shall be issued within five days after passing of the relevant resolution by the Board. Any changes to the original proposal made in the notice shall require the consent of the relevant shareholders.</p> <p>If the Board does not agree to convene the extraordinary general meeting or does not furnish any reply within ten days upon receipt of such proposal, the shareholder(s) individually or jointly holding over 10% of the shares of the Company shall be entitled to propose to the Supervisory Committee that an extraordinary general meeting be convened, and such proposal shall be made in writing to the Supervisory Committee.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of meeting shall be issued within five days upon receipt of such proposal. Any changes to the original <u>request</u> made in the notice shall require the approval of the relevant shareholders.</p>	<p>Article 49 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>If the case of failure to issue the notice for the shareholders' general meeting within the term stipulated, the Supervisory Committee shall be deemed as failing to convene and preside over the shareholders' general meeting. As result of its failure to do so for more than 90 consecutive days, the shareholder(s) individually or jointly holding over 10% of the shares of the Company may convene and preside over such meeting on an unilateral basis.</p>	<p>If the case of failure to issue the notice for the shareholders' general meeting within the term stipulated, the Supervisory Committee shall be deemed as failing to convene and preside over the shareholders' general meeting. As result of its failure to do so for more than 90 consecutive days, the shareholder(s) individually or jointly holding over 10% of the shares of the Company may convene and preside over such meeting on an unilateral basis.</p>	
<p>Article 83 Where the Supervisory Committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board, and file the same with the stock exchange for record.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the shareholders' general meeting, and shall undertake that its shareholding will be no less than 10% during the period from the date of the proposal to convene the general meeting to the date of the general meeting.</p> <p>The convening shareholders shall submit relevant evidence to the stock exchange upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.</p>	<p>Article 87 Where the Supervisory Committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board, and file the same with the stock exchange for record.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the shareholders' general meeting, and shall undertake that its shareholding will be no less than 10% during the period from the date of the proposal to convene the general meeting to the date of the general meeting.</p> <p><i>The Supervisory Committee or</i> convening shareholders shall submit relevant evidence to the stock exchange upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.</p>	<p>Article 10 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision) (《上市公司股東大會規則(2022年修訂)》)</p>
<p>Article 88 A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders, specifying the time and place of and the matters to be considered at the meeting, <u>20 business days</u> before the annual shareholders' general meeting, and <u>10 business days or 15 days (whichever is longer)</u> before the extraordinary shareholders' general meeting. Where the laws, regulations and the relevant regulatory authorities and stock exchanges in the place where the Company's Shares are listed have other provisions, such provisions shall prevail.</p>	<p>Article 92 A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders, specifying the time and place of and the matters to be considered at the meeting, <u>20 days</u> before the annual shareholders' general meeting, and <u>15 days</u> before the extraordinary shareholders' general meeting. Where the laws, regulations and the relevant regulatory authorities and stock exchanges in the place where the Company's Shares are listed have other provisions, such provisions shall prevail.</p>	<p>Article 15 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision); Article 102 of the Company Law of the People's Republic of China (2018 Revision); the Consultation Conclusions on Listing Regime for Overseas Issuers (November 2021)</p>

Original article	Proposed to be amended to	Basis
<p>Article 89 The notice of the shareholders' general meeting shall be made in writing and include the following contents:</p> <p>(i) the time and place of the meeting and its duration.</p> <p>(ii) the matters and motions for consideration and examination at the meeting. The notice of the shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions. For those items proposed for discussion requiring the opinions of Independent Directors, the notice of shareholders' general meeting or the supplementary notice shall disclose both the opinions and the reasons of Independent Directors.</p> <p>(iii) to provide the shareholders with such information and explanation which are necessary for the shareholders to make an informed decision on the proposals put before them. This principle shall include (but not limited to), where a proposal is made by the Company for merger, repurchase of shares, restructure of share capital, or reorganisation of the Company in any other way, the specific terms of the proposed conditions and contract, if any, and its cause and effect shall be conscientiously explained.</p>	<p>Article 93 The notice of the shareholders' general meeting shall be made in writing and include the following contents:</p> <p>(i) the time and place, <u>methods and convener</u> of the meeting and its duration.</p> <p>(ii) the matters and motions for consideration and examination at the meeting. The notice of the shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions. For those items proposed for discussion requiring the opinions of Independent Directors, the notice of shareholders' general meeting or the supplementary notice shall disclose both the opinions and the reasons of Independent Directors.</p> <p>(iii) to provide the shareholders with such information and explanation which are necessary for the shareholders to make an informed decision on the proposals put before them. This principle shall include (but not limited to), where a proposal is made by the Company for merger, repurchase of shares, restructure of share capital, or reorganisation of the Company in any other way, the specific terms of the proposed conditions and contract, if any, and its cause and effect shall be conscientiously explained.</p>	<p>Rule 4.2.3 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023); Article 2.1.3 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision) (《上海證券交易所上市公司自律監管指引第1號—規範運作(2023年8月修訂)》)</p>

Original article	Proposed to be amended to	Basis
(iv) to contain a disclosure of the nature and extent, if any, of the material interests if any Director, Supervisor, general manager and other senior management members are materially interested in the matters for discussion. If the effects of the matters for discussion on them in their respective capacity as shareholders are different from the effects on the effects of other shareholders of the same class, the difference shall be set out.	(iv) to contain a disclosure of the nature and extent, if any, of the material interests if any Director, Supervisor, general manager and other senior management members are materially interested in the matters for discussion. If the effects of the matters for discussion on them in their respective capacity as shareholders are different from the effects on the effects of other shareholders of the same class, the difference shall be set out.	
(v) to contain the full text of any special resolution intended to be proposed at the meeting.	(v) to contain the full text of any special resolution intended to be proposed at the meeting.	
(vi) to specify the time and venue for serving the proxy forms for the meeting.	(vi) to specify the time and venue for serving the proxy forms for the meeting.	
(vii) to contain a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting and vote, and the shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder of the Company.	(vii) to contain a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting and vote, and the shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder of the Company.	
(viii) to specify the record date of equity of shareholders entitled to attend the shareholders' general meeting.	(viii) to specify the record date of equity of shareholders entitled to attend the shareholders' general meeting.	

Original article	Proposed to be amended to	Basis
<p>(ix) to specify the name and telephone number of the standing contact person of the Meeting.</p> <p>(x) to specify expressly in the notice of the shareholders' general meeting the time of online voting and the voting procedure or by other means by the Company.</p> <p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p>	<p>(ix) to specify the name and telephone number of the standing contact person of the Meeting.</p> <p>(x) to specify expressly in the notice of the shareholders' general meeting the time of online voting and the voting procedure or by other means by the Company.</p> <p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p> <p><u>Among the motions to be voted on at the shareholders' general meeting, if a motion taking effect is conditional upon other motions becoming effective, the convener shall explicitly disclose the relevant preconditions in the notice of the shareholders' general meeting and shall give special reminders that the approval of such motion is the precondition to the voting results of subsequent motions taking effect.</u></p>	

Original article	Proposed to be amended to	Basis
<p>Article 95 Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <p>(i) the right which the shareholder has to speak at the meeting;</p> <p>(ii) the right to demand a poll alone or jointly with others;</p> <p>(iii) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</p>	<p><u>Article 99 All shareholders in the shareholders' register on the equity record date or proxies thereof with voting rights shall be entitled to attend the shareholders' general meetings, and exercise voting rights pursuant to relevant laws, regulations, the listing rules of the places where the Company's shares are listed and the Articles of Association. The shareholders may attend the shareholders' general meetings and exercise voting rights either in person or by proxy. Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</u></p> <p>(i) the right which the shareholder has to speak at the meeting;</p> <p>(ii) the right to demand a poll alone or jointly with others;</p> <p>(iii) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</p>	<p>Article 60 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 23 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision); rewording based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
Article 108 Directors, Supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders, provided that those involve company trade secrets.	Article 112 Directors, Supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders, <u>subject to the disclosure principles of fairness</u> , provided that those involve company trade secrets.	Article 2.1.9 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)
Article 115 The following matters shall be approved by special resolutions of a shareholders' general meeting: <ul style="list-style-type: none"> (i) the increment or reduction of the Company's registered capital and the issue of any class of shares, warrants and other similar securities of the Company; (ii) the issue of corporate bonds; (iii) any spin-off, division, merger, dissolution or liquidation; (iv) the amendments to the Articles of Association; (v) purchase or disposal of material assets or provision of security by the Company within 1 year which involves an amount exceeding 15% of the Company's latest audited total assets; (vi) <u>repurchase of the Company's shares under circumstances as prescribed under items (I), (II) of Article 28 in the Articles of Association;</u> (vii) Implementation of the Scheme for long-term incentives mechanism such as equity incentive scheme and employee shareholding plan; (viii) such other matters as may be required by laws, administrative regulations or the Articles of Association or which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effects on the Company and require approval by special resolutions. 	Article 119 The following matters shall be approved by special resolutions of a shareholders' general meeting: <ul style="list-style-type: none"> (i) the increment or reduction of the Company's registered capital and the issue of any class of shares, warrants and other similar securities of the Company; (ii) the issue of corporate bonds; (iii) any spin-off, division, merger, dissolution or liquidation; (iv) the amendments to the Articles of Association; (v) purchase or disposal of material <u>assets</u> or provision of security by the Company within 1 year which involves an amount exceeding 15% of the Company's latest audited total assets; (vi) Implementation of the Scheme for long-term incentives mechanism such as equity incentive scheme and employee shareholding plan; (vii) such other matters as may be required by laws, administrative regulations or the Articles of Association or which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effects on the Company and require approval by special resolutions. 	Article 121 of the Company Law of the People's Republic of China (2018 Revision); deleting the redundant content; and amending based on actual conditions of the Company

Original article	Proposed to be amended to	Basis
Article 129 Where a shareholders' general meeting has passed the resolutions for electing Directors and Supervisors, the newly elected Directors and Supervisors shall fill their positions immediately <u>after the announcement of the result of the voting</u> , except otherwise specified in the resolution of the shareholders' general meeting.	Article 133 Where a shareholders' general meeting has passed the resolutions for electing Directors and Supervisors, the newly elected Directors and Supervisors shall fill their positions <u>from the date of approval at the shareholders' general meeting</u> , except otherwise specified in the resolution of the shareholders' general meeting.	Amending pursuant to Article 93 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision) and with reference to the actual conditions of the Company
CHAPTER SIX DIRECTORS AND THE BOARD OF DIRECTORS		
Article 139 The appointment and removal of Directors by the Company shall be filed with the securities regulatory authorities of the State Council. The Company shall not appoint any <u>unqualified</u> personnel to be Director and shall not violate the provision by authorizing <u>unqualified</u> personnel to effectively exercise the duties. The general manager or other senior management members may concurrently serve as a Director (other than Independent Directors), provided that the aggregate number of the Directors who concurrently serve as general manager or other senior management members shall not exceed one half of all the Directors of the Company.	Article 143 The appointment and removal of Directors by the Company shall be filed with the securities regulatory authorities of the State Council. The Company shall not appoint any <u>unqualified</u> personnel to be Director and shall not violate the provision by authorizing <u>unqualified</u> personnel to effectively exercise the duties. The general manager or other senior management members may concurrently serve as a Director (other than Independent Directors), provided that the aggregate number of the Directors who concurrently serve as general manager or other senior management members shall not exceed one half of all the Directors of the Company.	Article 3 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions (《證券基金經營機構董事、監事、高級管理人員及從業人員監督管理辦法》)

Original article	Proposed to be amended to	Basis
<p>Article 140 The Directors of the Company shall possess the following conditions:</p> <p>(i) They shall be of good character, faithful and honest;</p> <p>(ii) They shall be familiar with the laws, <u>administrative regulations, departmental rules and other regulatory documents, and have the operation and management capacity necessary to perform their duties;</u></p> <p>(iii) <u>They shall meet the requirements of the number of years of experience in the field of securities, finance, economics, laws and accountancy of China Securities Regulatory Commission;</u></p> <p>(iv) <u>They shall meet the academic requirements of China Securities Regulatory Commission;</u></p> <p>(v) Other conditions required by laws, <u>administrative regulations, departmental rules</u> and the Articles of Association.</p> <p><u>At least one Independent Director shall be an accounting professional.</u></p> <p><u>Independent Directors shall carry out their duties honestly and faithfully, protect the Company's interest and in particular prevent encroachment of the rights and interests of public shareholders. Independent Directors shall be able to ensure the sufficient representation of the benefits of all shareholders.</u></p>	<p>Article 144 The Directors of the Company shall possess the following conditions:</p> <p>(i) They shall be of good character, faithful and honest;</p> <p>(ii) They shall be familiar with the laws <u>and regulations</u>, in relation to securities <u>and funds</u> and <u>the requirements of the China Securities Regulatory Commission;</u></p> <p>(iii) <u>They shall possess more than three years of work experience in the securities, fund, finance, law, accounting or information technology industry in relation to the position to be held;</u></p> <p>(iv) <u>They shall possess the management experience and operations and management capabilities that commensurate with the position to be held;</u></p> <p>(v) Other conditions required by laws, <u>regulations, the CSRC</u> and the Articles of Association.</p> <p><u>Directors of the Company shall not fall into the circumstances provided by Article 230 of the Articles of Association, which prohibit a person from being a Director of the Company.</u></p>	<p>Article 6 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions; adjusting the sequence of the article (the original second and third paragraphs of this article were adjusted to the first and second paragraphs of Article 156 after the amendment)</p>

Original article	Proposed to be amended to	Basis
<p>Article 144 Where no re-election is made in time upon expiry of the term of a Director or any Director's resignation resulting in the number of members of the Board to fall below the statutory number, the original Director shall, prior to a new Director taking up the office, continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.</p> <p>A Director may resign before the expiry of his tenure. The resigning Director shall submit to the Board a written resignation.</p> <p>The Board shall disclose the relevant information within two days.</p> <p>Except the circumstances specified above, the resignation of a Director shall become effective when the written resignation is served on the Board.</p> <p>On the premise that all the relevant local laws and regulatory rules of the local authority where the Company is listed are fully complied with, if the Board appoints a new Director to fill a temporary vacancy of Director or for the purpose of increasing the number of Directors, the tenure of the appointed Director shall expire at the <u>next</u> shareholders' general meeting of the Company. Upon expiry of tenure, the Director shall be eligible for re-election.</p>	<p>Article 148 Where no re-election is made in time upon expiry of the term of a Director or any Director's resignation resulting in the number of members of the Board to fall below the statutory number, the original Director shall, prior to a new Director taking up the office, continue to perform his duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.</p> <p>A Director may resign before the expiry of his tenure. The resigning Director shall submit to the Board a written resignation. The Board shall disclose the relevant information within two days.</p> <p>Except the circumstances specified above <u>that the resignation of a Director causes the number of occupied seats on the Board to fall below the statutory minimum, the resignation of an Independent Director causes the percentage of Independent Directors in the Board or its special committees to fail to meet the requirements of laws, regulations or the Articles of Association, or there is a lack of accounting professionals among Independent Directors</u>, the resignation of a Director shall become effective when the written resignation is served on the Board.</p> <p>On the premise that all the relevant local laws and regulatory rules of the local authority where the Company is listed are fully complied with, if the Board appoints a new Director to fill a temporary vacancy of Director or for the purpose of increasing the number of Directors, the tenure of the appointed Director shall expire at the <u>first annual</u> general meeting of the Company <u>after his/her appointment</u>. Upon expiry of tenure, the Director shall be eligible for re-election.</p>	<p>Article 15 of the Measures for the Administration of Independent Directors of Listed Companies; Article 3. 2. 6 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self- Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision); the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>

Original article	Proposed to be amended to	Basis
<p>Article 149 Except when the Articles of Association stipulated otherwise herein, the means of nominating Directors and the procedure are:</p> <p>(i) Within the scope of the number of Directors stipulated in the Articles of Association and in accordance with the proposed number of Directors to be elected, the candidates may be nominated by the Board;</p> <p>(ii) The shareholder(s) individually or jointly holding more than 3% of the Company's shares may nominate candidate(s) for directorship, but such nomination shall be within the scope of the number of Directors stipulated in the Articles of Association and shall not exceed the total proposed number of Directors to be elected;</p> <p>(iii) A candidate for directorship shall make a written undertaking prior to the convening of the Company's shareholders' general meeting, confirming his acceptance of nomination and further undertake that his provided information in this aspect is authentic and complete and that he shall earnestly perform the Director's duties;</p> <p>(iv) The written notice of the intent to nominate a candidate for directorship and the written notice by such candidate of his willingness to be elected shall be given to the Company seven days prior to the date of the shareholders' general meeting appointed for such election;</p> <p>(v) The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting was issued) shall be no less than 7 days.</p>	<p>Article 153 Except when the Articles of Association stipulated otherwise herein, the means of nominating Directors and the procedure are:</p> <p>(i) Within the scope of the number of Directors stipulated in the Articles of Association and in accordance with the proposed number of Directors to be elected, the candidates may be nominated by the Board;</p> <p>(ii) <u>The Board, the Supervisory Committee</u> and shareholder(s) individually or jointly holding more than 3% of the Company's shares may nominate candidate(s) for <u>non-independent</u> directorship, <u>and the Board, the Supervisory Committee and the shareholder(s) individually or jointly holding more than 1% of the Company's shares in issue may nominate candidate(s) for independent directorship</u>, but such nomination shall be within the scope of the number of Directors stipulated in the Articles of Association and shall not exceed the total proposed number of Directors to be elected;</p> <p>(iii) A candidate for directorship shall make a written undertaking prior to the convening of the Company's shareholders' general meeting, confirming his acceptance of nomination and further undertake that his provided information in this aspect is authentic and complete and that he shall earnestly perform the Director's duties;</p> <p>(iv) The written notice of the intent to nominate a candidate for directorship and the written notice by such candidate of his willingness to be elected shall be given to the Company seven days prior to the date of the shareholders' general meeting appointed for such election;</p> <p>(v) The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders' general meeting was issued) shall be no less than 7 days.</p>	<p>Article 54 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 9 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original article	Proposed to be amended to	Basis
Article 150 The Independent Director shall execute their duties in compliance with the relevant provisions of laws, administrative regulations, the CSRC and the stock exchange(s).	Article 154 The Independent Directors shall execute their duties <u>and deal with other related matters</u> in compliance with the relevant provisions of laws, administrative regulations, the CSRC and the stock exchange(s) <u>as well as the Articles of Association</u> .	Rewording based on actual conditions
Article 151 The Independent Director shall refer to the Director having no other position in the Company (other than as a Director of the Company), and without any relationship with the Company or its major shareholders, which is <u>likely to impair</u> his independent and objective judgment.	Article 155 Independent Directors <u>refer to Directors who do not hold any other positions in the Company except for directorship, and have no direct or indirect stakeholder relationships with the Company where they are employed, or the Company's substantial shareholders and actual controllers, or any other relationship that may impair their independent and objective judgment.</u> <u>Independent Directors shall perform their duties independently without being influenced by any entities or individuals such as the Company, its substantial shareholders and actual controllers.</u>	Article 2 of the Measures for the Administration of Independent Directors of Listed Companies
Article 152 The Company shall have Independent Directors. One third or more of all members of the Board shall be Independent Directors.	Article 156 <u>The Board of the Company shall have Independent Directors representing at least one-third of the Board with at least one Independent Director with accounting expertise.</u> <u>Independent Directors shall assume the duties of loyalty and care towards the Company and the shareholders as a whole, conscientiously perform their duties in compliance with the requirements of laws, administrative regulations, the CSRC, the listing rules of the stock exchange(s) and the Articles of Association, participate in the decision-making of and supervise and ensure the balance of power and authority in the Board, provide professional advice, safeguard the overall interests of the Company, and protect the legitimate rights and interests of the minority shareholders.</u>	Adjusting the sequence of the articles (the original Article 140(ii) and (iii) were adjusted to the first and second paragraphs of this article after the amendment); Article 3 and Article 5 of the Measures for the Administration of Independent Directors of Listed Companies

Original article	Proposed to be amended to	Basis
<p>Article 153 Other than the qualifications of Directors stipulated in the Articles of Association, an Independent Director shall also meet the following requirements:</p> <p>(i) <u>He shall have more than five years of experience in the securities, financial, legal or accounting field;</u></p> <p>(ii) He shall have the basic knowledge of the operation of a <u>securities company</u> and be well-acquainted with the relevant laws, administrative regulations and departmental rules;</p> <p>(iii) <u>He shall have the necessary time and effort to perform his duties as an Independent Director;</u></p> <p>(iv) <u>He shall be a university graduate above the first degree level and possess a bachelor degree or high degree;</u></p> <p>(v) He shall have the independence requirements stipulated in the <u>relevant provisions of the China Securities Regulatory Commission.</u></p>	<p>Article 157 Other than the <u>qualification requirements</u> for Directors stipulated in <u>the laws and regulations and</u> the Articles of Association, an Independent Director shall also meet the following requirements:</p> <p>(i) <u>being qualified to serve as a director of listed companies in accordance with laws, administrative regulations and other relevant requirements;</u></p> <p>(ii) <u>meeting the independence requirements under laws, administrative regulations and other relevant requirements;</u></p> <p>(iii) <u>having basic knowledge on the operation of listed companies and being well-acquainted with the relevant laws, administrative regulations and departmental rules;</u></p> <p>(iv) <u>having more than five years of experience in law, accounting, economics, or other fields that are necessary for performing the duties of an independent director;</u></p> <p>(v) <u>having good personal character, and no major dishonesty or other bad records; and</u></p> <p>(vi) <u>other conditions required under laws, administrative regulations, departmental rules, the requirements of the CSRC, the listing rules of the Shanghai Stock Exchange and the Articles of Association.</u></p>	<p>Article 7 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original article	Proposed to be amended to	Basis
<p>Article 154 <u>The following persons shall not be Independent Directors of the Company:</u></p> <p>(i) <u>Those persons who fall within the circumstances specified in Article 222 of the Articles of Association;</u></p> <p>(ii) <u>Persons who are employed by the Company or its associates, and their close relatives and main social relationship, which refer to their brothers and sisters, father-in-law and mother-in-law, daughter-in-law and son-in-law, brother-in-law and sister-in-law, and the brothers and sisters of the spouses and the others considered unfit at the shareholders' general meeting of the Company to serve as Independent Directors;</u></p> <p>(iii) <u>Persons who are employed in the entities of shareholder(s) holding or control more than 5% of the Company's shares, and the other company whose business activities or interests are connected with the Company, or those employed by entities of the top five shareholders of the Company, and their close relatives and main social relationship;</u></p> <p>(iv) <u>shareholders in the capacity of natural persons who hold or control more than 1% of the Company's shares, or the Company's top 10 shareholders in the capacity of natural persons and their close relatives thereof;</u></p>	<p>Article 158 <u>Persons who are not allowed to serve as independent directors according to the requirements of laws, regulations and other requirements such as the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions and the Measures for the Administration of Independent Directors of Listed Companies shall not serve as Independent Directors of the Company.</u></p> <p><u>Independent Directors shall conduct self- evaluation of their own independence annually and submit the evaluation results to the Board. The Board shall assess the independence of the existing Independent Directors annually and issue a special opinion, which shall be disclosed together with the annual report.</u></p> <p><u>In principle, an Independent Director may serve as an independent director in no more than three domestic listed companies, and shall ensure that he/she can commit enough time and effort to effectively performing his or her duties as an Independent Director.</u></p> <p><u>Any person can serve as an independent director in up to two securities and fund firms. Where laws, regulations and the CSRC requires otherwise, such requirements shall prevail.</u></p>	<p>Article 9 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions; Articles 6 and 8 of the Measures for the Administration of Independent Directors of Listed Companies; Article 3. 5. 4 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>(v) <u>Persons who provide financial, legal or consultation services to the Company or any of its subsidiaries and their close relatives thereof;</u></p> <p>(vi) <u>Persons who fall under situation of the aforesaid categories (2) to (5) in the past one year;</u></p> <p>(vii) <u>Persons employed in a capacity other than being Independent Directors in other securities companies;</u></p> <p>(viii) <u>Other persons stipulated by laws, administrative regulations and the Articles of Association;</u></p> <p>(ix) <u>Persons determined unfit by the China Securities Regulatory Commission or by the resolution of the shareholders' general meeting of the Company shall not be the Independent Directors of the Company.</u></p>		
<p>Article 155 The tenure of the Independent Directors is the same as those of other Directors of the Company but successive tenure shall not be extended to more than twice. The Company shall send the relevant information of the Independent Director to the securities regulatory department for the record.</p>	<p><u>Article 159 If the shareholders' general meeting elects two or more Independent Directors, it shall adopt the cumulative voting system. The voting results of minority shareholders shall be counted separately and disclosed.</u></p> <p><u>The term of office of an Independent Director is the same as that of the other Directors of the Company. Upon expiration of the term of office, he/she may be re-elected, provided that he/she shall not serve as an Independent Director for six consecutive years. The Company shall file materials in relation to the Independent Directors with the securities regulatory authorities.</u></p>	<p>Article 12 and Article 13 of the Measures for the Administration of Independent Directors of Listed Companies; Article 31 of the Code of Corporate Governance for Securities Companies (2020 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 156 <u>Where the Independent Director is under one of the following circumstances, the Board shall timely convene the shareholders' general meeting to disengage or remove him from office:</u></p> <p>(i) <u>Where the Independent Director is under the circumstances stipulated in Article 154 of the Articles of Association during his office;</u></p> <p>(ii) <u>An Independent Director who fails to attend in person for three consecutive Board meetings.</u></p> <p><u>Except those specified otherwise in the preceding provision, the Independent Director shall not be dismissed or removed from his office without justification prior to the expiry of his tenure.</u></p> <p>Independent Directors may resign before the expiry of their tenure. They shall submit a written resignation to the Board. The written resignation shall contain explanation on the situation related to his resignation or any other matters which in his opinion, shall be brought to the notice of the shareholders and creditors of the Company. If the resignation of Independent Director(s) result(s) in the number of Independent Directors of the Board to fall below the required proportion required by the Articles of Association, <u>the out-going Independent Director shall continue to perform his duties in accordance with the provisions of laws, administrative regulations, department rules and the Articles of Association until the new Director is re-elected to take up his office. The Board shall convene a shareholders' general meeting to re-elect an Independent Director for replacement within two months. If no shareholders' general meeting is convened upon expiry of the period, the outgoing Independent Director may cease performing his duties.</u></p>	<p>Article 160 <u>Before the term of office of an Independent Director expires, the Company may remove him/her from office through legal procedures. In the event of early removal, the Company shall disclose the specific reasons and basis in a timely manner. If the Independent Director has any disagreement, the Company shall make disclosure promptly. If an Independent Director does not meet the requirements of Article 157(i) or (ii) of the Articles of Association, he/she shall immediately stop performing his or her duties and resign. If he/she does not resign, failing which the Board shall immediately remove him/her from office according to relevant regulations after it knows or should have known the fact. If an Independent Director fails to attend the Board meetings in person for two consecutive times, and have not appointed another Independent Director to attend on his or her behalf, the Board shall propose to convene a shareholders' general meeting to remove such Independent Director from office within 30 days from the date of the occurrence of such fact.</u></p> <p><u>If the percentage of Independent Directors in the Board or its special committees no longer meets the requirements of the Articles of Association as a result of the resignation or dismissal of an Independent Director due to triggering the conditions stipulated in the preceding paragraph, or if there is an absence of Independent Director with accounting expertise, the Company shall elected Independent Directors to fill the vacancy within 60 days from the date of the occurrence of such fact.</u></p> <p><u>If the Company removes an Independent Director from office whose term has not expired, both the Independent Director and the Company shall submit written explanations to the relevant branch of the CSRC and the shareholders' general meeting within 20 working days.</u></p>	<p>Article 14 and Article 20 of the Measures for the Administration of Independent Directors of Listed Companies; Article 42 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>

Original article	Proposed to be amended to	Basis
	<p><u>Article 161</u> Independent Directors may resign before the expiry of their tenure. They shall submit a written resignation to the Board. The written resignation shall contain explanation on the situation related to his resignation or any other matters which, in his opinion, shall be brought to the notice of the shareholders and creditors of the Company. <u>The Company shall disclose the reasons for his/her resignation and matters requiring attention.</u></p> <p><u>If the resignation of an Independent Director results in the percentage of Independent Directors in the Board or its special committees not meeting the requirements of the Articles of Association, or if there is a lack of accounting professionals among the Independent Directors, before the newly elected Independent Director takes office, the Independent Director who intends to resign shall continue to perform his/her duties as an Independent Director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association. The Board of the Company shall convene a shareholders' general meeting to elect Independent Directors to fill the vacancy within 60 days from the date when the Independent Director submits his/her resignation.</u></p>	Article 15 of the Measures for the Administration of Independent Directors of Listed Companies

Original article	Proposed to be amended to	Basis
/	<p><u>Article 162 Independent Directors shall perform the following duties:</u></p> <p>(i) <u>to participate in the decision-making of the Board and express explicit opinions on matters discussed;</u></p> <p>(ii) <u>in accordance with the relevant provisions of the Measures for the Administration of Independent Directors of Listed Companies, to supervise the potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, Directors and senior management, cause the Board's decision-making to be in line with the overall interests of the Company and protect the legitimate rights and interests of the minority shareholders;</u></p> <p>(iii) <u>to provide professional and objective advice on the Company's business development, and promote the improvement of the Board's decision-making level; and</u></p> <p>(iv) <u>other duties stipulated by laws, administrative regulations, the CSRC and the Articles of Association.</u></p>	Article 17 of the Measures for the Administration of Independent Directors of Listed Companies

Original article	Proposed to be amended to	Basis
<p>Article 158 The Independent Director shall have the following powers in addition to having those powers granted to him by the Company Law and other relevant laws and administrative regulations:</p> <p>(i) to propose to the Board to convene extraordinary shareholders' general meetings. <u>If the Board refuses to do so, he may propose to the Supervisor Committee to convene extraordinary shareholders' general meetings;</u></p> <p>(ii) to propose to convene Board meetings;</p> <p>(iii) <u>to engage external auditing firms or consultancy firms necessary for performing duties;</u></p> <p>(iv) <u>to offer independent opinions on matters related to the remuneration plans, incentive scheme and so forth for the Company's Directors and management members;</u></p> <p>(v) <u>to offer his independent opinions on the material connected transactions and where necessary report to the Shanghai Regulatory Bureau of the China Securities Regulatory Commission;</u></p> <p>(vi) in the event of any conflict between the shareholders or Directors of the <u>listed</u> Company and such conflict has a significant impact on the Company's operation and management, the independent Directors shall take the initiative to perform their obligations and safeguard the overall interests of the <u>listed</u> Company.</p>	<p>Article 163 <u>The Independent Directors shall perform the following special powers and duties:</u></p> <p>(i) <u>to independently engage intermediary institutions to provide audit, consulting or review services on specific matters of the Company;</u></p> <p>(ii) <u>to propose that the Board convene an extraordinary shareholders' general meeting;</u></p> <p>(iii) <u>to propose the convening of a Board meeting;</u></p> <p>(iv) <u>to solicit proxies from shareholders according to law;</u></p> <p>(v) <u>to express independent opinions on matters that may impair the interests of the Company or its minority shareholders;</u></p> <p>(vi) <u>other powers and functions stipulated by laws, regulations, normative documents, the regulatory authorities of the place where the securities of the Company are listed, the stock exchange(s) and the Articles of Association.</u></p> <p><u>The Company shall make disclosure in a timely manner when an Independent Director exercises the powers and functions set forth in the first paragraph. If the above-mentioned powers and functions cannot be exercised normally, the Company shall disclose the specific situation and reasons.</u></p>	<p>Article 47 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 23 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions; Article 18 and Article 33 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original article	Proposed to be amended to	Basis
<p><u>The Independent Director shall submit his work report at the annual general meeting of shareholders.</u></p> <p>The Independent Director having failed to perform his duties diligently shall undertake the corresponding responsibilities.</p> <p>The Independent Director shall exercise his aforesaid powers other than those set out in <u>item (iii)</u> only with <u>the consent of more than half of all the Independent Directors</u>; the Independent Director shall exercise his aforesaid powers set out in <u>item (iii)</u> with the consent of all the Independent Directors.</p>	<p><u>An Independent Director shall submit an annual work report to the shareholders' general meeting on an annual basis, explaining providing information on his/her performance of duties, and keep a record of the same for future inspection. The annual work report of the Independent Director shall be disclosed no later than the publication of the Company's notice of the annual shareholders' general meeting.</u></p> <p>The Independent Director having failed to perform his duties diligently shall undertake the corresponding responsibilities.</p>	
/	<u>Article 164 Independent Directors shall work on site at the Company for no less than fifteen days per year.</u>	Article 30 of the Measures for the Administration of Independent Directors of Listed Companies
/	<u>Article 165 The Company shall regularly or irregularly convene meetings with Independent Directors present only (hereinafter referred to as the "Special Meeting of Independent Directors") to consider the relevant matters stipulated by laws and regulations such as the Measures for the Administration of Independent Directors of Listed Companies. The Special Meeting of Independent Directors may consider and discuss other matters of the Company as needed. The Company shall provide convenience and support for the convening of the Special Meeting of Independent Directors.</u>	Article 24 of the Measures for the Administration of Independent Directors of Listed Companies

Original article	Proposed to be amended to	Basis
<p>Article 159 To ensure that Independent Directors shall be able to perform their duties effectively, the Company shall provide the necessary conditions for the Independent Directors. The Company shall grant appropriate allowances to the Independent Directors. The standards of such allowances shall be formulated by the Board and resolved after examination at the shareholders' general meeting. Apart from the foregoing allowances, the Independent Directors shall not receive other additional and undisclosed interests from the Company and its major shareholders or other interested organizations or persons.</p> <p>The appointment procedures, powers and obligations and specific work procedures of Independent Directors shall be formulated by the Company.</p>	<p>Article 166 To ensure that the Independent Directors <u>are</u> able to perform their duties effectively, the Company shall provide necessary <u>working</u> conditions <u>and personnel support</u> for the Independent Directors. The Company shall grant appropriate allowances to the Independent Directors. The standards of such allowances shall be formulated by the Board and resolved after examination at the shareholders' general meeting, <u>and shall be disclosed in the annual reports of the Company</u>. Apart from the foregoing allowances, the Independent Directors shall not receive other additional and undisclosed interests from the Company and its <u>substantial</u> shareholders, <u>actual controllers</u> or other interested <u>entities</u> or persons.</p> <p>The appointment procedures, <u>rights</u> and the obligations, <u>duties</u> and <u>specific duty performance methods of and supports for</u> Independent Directors shall be formulated by the Company.</p>	Article 35 and Article 41 of the Measures for the Administration of Independent Directors of Listed Companies
<p>Article 161 The Board consists of 11 Directors, including four Independent Directors and <u>at least one with a senior title of accounting profession or qualified as a certified public accountant</u>. The Board shall comprise one Chairman, and may comprise a Vice Chairman.</p>	<p>Article 168 The Board consists of 11 Directors, including four Independent Directors. The Board shall <u>have</u> one Chairman, and <u>may have</u> a Vice Chairman.</p>	Deleting the redundant content

Original article	Proposed to be amended to	Basis
<p>Article 162 The Board exercises the following powers:</p> <p>(i) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(ii) to implement the resolutions of shareholders' general meetings;</p> <p>(iii) to decide on the Company's business plans and investment plans;</p> <p>(iv) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(v) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(vi) to formulate the proposal for increase or decrease of the registered capital of the Company, issue and listing of bonds or other securities of the Company;</p> <p>(vii) to formulate plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company under circumstances as prescribed under items (I), (II) of <u>Article 28</u> of the Articles of Association;</p> <p>(viii) to adopt resolutions on repurchase of the Company's shares under circumstances as prescribed under items (III), (V) and (VI) of <u>Article 28</u> of the Articles of Association;</p>	<p>Article 169 The Board exercises the following powers:</p> <p>(i) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(ii) to implement the resolutions of shareholders' general meetings;</p> <p>(iii) to decide on the Company's business plans and investment plans;</p> <p>(iv) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(v) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(vi) to formulate the proposal for increase or decrease of the registered capital of the Company, issue and listing of bonds or other securities of the Company;</p> <p>(vii) to formulate plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company under circumstances as prescribed under items (I), (II) of <u>Article 29</u> of the Articles of Association;</p> <p>(viii) to adopt resolutions on repurchase of the Company's shares under circumstances as prescribed under items (III), (V) and (VI) of <u>Article 29</u> of the Articles of Association;</p>	<p>Amending based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
(ix) to determine external investments, acquisition and disposal of assets, assets pledge, external guarantees matters and connected transactions, external donations of the Company within the authorisation of the shareholders' general meeting;	(ix) to determine external investments, acquisition and disposal of assets, assets pledge, external guarantees matters and connected transactions, external donations of the Company within the authorisation of the shareholders' general meeting;	
(x) to formulate the implementation plan of the long-term incentives program such as equity incentive scheme and employee shareholding plan;	(x) to formulate the implementation plan of the long-term incentives program such as equity incentive scheme and employee shareholding plan;	
(xi) to determine the establishment of the Company's internal management structure;	(xi) to determine the establishment of the Company's internal management structure;	
(xii) to decide on the appointment or dismissal of general manager, the secretary to the Board, General Compliance Officer and, based on the nomination by the general manager, to decide on the appointment or dismissal of senior management members including deputy general manager, <i>assistants of general manager</i> and chief financial officer, chief information officer and chief risk officer of the Company and to determine their remunerations, incentives and punishments;	(xii) to decide on the appointment or dismissal of general manager, the secretary to the Board, General Compliance Officer and, based on the nomination by the general manager, to decide on the appointment or dismissal of senior management members including deputy general manager, chief financial officer, chief information officer, chief risk officer, <i>business director and general auditor</i> of the Company and to determine their remunerations, incentives and punishments;	
(xiii) to formulate the basic management system of the Company; and based on the approved business scopes and the Company's own business managing characteristics to establish a clear and effective internal control mechanism, so as to formulate a comprehensive and practicable internal control system;	(xiii) to formulate the basic management system of the Company; and based on the approved business scopes and the Company's own business managing characteristics to establish a clear and effective internal control mechanism, so as to formulate a comprehensive and practicable internal control system;	

Original article	Proposed to be amended to	Basis
(xiv) to formulate proposals for amendment to the Articles of Association;	(xiv) to formulate proposals for amendment to the Articles of Association;	
(xv) to manage information disclosure of the Company;	(xv) to manage information disclosure of the Company;	
(xvi) to propose at shareholders' general meetings for the appointment or change of accountants' firm conducting auditing for the Company;	(xvi) to propose at shareholders' general meetings for the appointment or change of accountants' firm conducting auditing for the Company;	
(xvii) to hear the work report and inspect the work of the general manager;	(xvii) to hear the work report and inspect the work of the general manager;	
(xviii) to determine the compliance management objectives of the Company, and assume responsibility for the effectiveness of compliance management including but not limited to, to consider and approve the fundamental system of compliance management and the annual compliance reports, to evaluate the effectiveness of compliance management, and to supervise the resolution of problems existing in compliance management;	(xviii) to determine the compliance management objectives of the Company, and assume responsibility for the effectiveness of compliance management including but not limited to, to consider and approve the fundamental system of compliance management and the annual compliance reports, to evaluate the effectiveness of compliance management, and to supervise the resolution of problems existing in compliance management;	
(xix) to determine the goal of business integrity management of the Company and undertake the responsibility for the effectiveness of business integrity management;	(xix) to determine the goal of business integrity management of the Company and undertake the responsibility for the effectiveness of business integrity management;	
(xx) to undertake the ultimate responsibility of comprehensive risk management;	(xx) to undertake the ultimate responsibility of comprehensive risk management;	
(xxi) to promote the legal construction of the Company, improve the level of legal corporate governance of the Company, and authorize the compliance and risk management committee to perform specific duties in relation to the promotion of legal construction.	(xxi) to promote the legal construction of the Company, improve the level of legal corporate governance of the Company, and authorize the compliance and risk management committee to perform specific duties in relation to the promotion of legal construction.	

Original article	Proposed to be amended to	Basis
<p>(xxii) to exercise any other powers specified in relevant laws, administrative regulations, departmental rules and conferred by the Articles of Association.</p> <p>The Board resolutions related to the increase or decrease of registered capital, bonds issue, merger, spin-off, dissolution and amendment to the Articles of Association, shall be passed by more than two-thirds of the Directors.</p>	<p>(xxii) to exercise any other powers specified in relevant laws, administrative regulations, departmental rules and conferred by the Articles of Association.</p> <p>The Board resolutions related to the increase or decrease of registered capital, bonds issue, merger, spin-off, dissolution and amendment to the Articles of Association, shall be passed by more than two-thirds of the Directors.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 165 The Board shall have the compliance and risk management committee, the audit committee, the development strategy and ESG management committee, and the nomination and remuneration appraisal committee.</p>	<p>Article 172 The Board shall have the compliance and risk management committee, the audit committee, the development strategy and ESG management committee, and the nomination and remuneration appraisal committee. <u>The members of the audit committee shall be Directors who do not hold senior management positions in the Company, among whom more than half should be Independent Directors, and the convener shall be an Independent Director with accounting expertise. In the nomination and remuneration appraisal committee, more than half shall be Independent Directors and the convener shall be an Independent Director.</u></p> <p><u>The compliance and risk management committee is mainly responsible for the compliance of the Company's operations, supervising the Company's overall risk management, and analyzing and improving the Company's internal control system, to ensure that the Company can effectively manage the risks associated with its business activities, and promote the development of the rule of law of the Company.</u></p> <p><u>The development strategy and ESG management committee is mainly responsible for providing basis for the Board to formulate the Company's development strategy, business strategy and ESG strategy, and studying and providing advice on the medium and long-term development strategies and major investment and financing decisions, including ESG.</u></p> <p><u>The audit committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external audit work and internal control.</u></p>	<p>Article 107 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 5, Article 25, Article 26, Article 27 and Article 28 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original article	Proposed to be amended to	Basis
	<p><u>The nomination and remuneration appraisal committee is responsible for, among others, formulating the selection criteria and procedures for Directors and senior management, selecting, reviewing and verifying the candidates and qualifications of Directors and senior management, formulating the appraisal criteria for Directors and senior management and conducting appraisals, and formulating and reviewing the remuneration policies and packages for Directors and senior management.</u></p>	
<p>Article 168 The Board shall have one Chairman, and may comprise a Vice-Chairman. The Chairman and the Vice-Chairman shall be elected and removed by more than half of all the members of the Board. The tenure of the Chairman and the Vice-Chairman shall renewable upon re-election.</p> <p>In addition to the basic conditions of being a Director, the Chairman shall <u>possess the following conditions:</u></p> <p>(i) <u>He shall have more than three years of experience in securities, more than five years of experience in finance, laws, or accountancy, or more than ten years of experience in economics;</u></p> <p>(ii) <u>He shall be a university graduate above the first degree level, or obtain a bachelor degree or higher degree;</u></p> <p>(iii) <u>He shall pass the benchmark test approved by the China Securities Regulatory Commission.</u></p>	<p>Article 175 The Board shall have one Chairman, and may <i>have</i> a Vice-Chairman. The Chairman and the Vice-Chairman shall be elected and removed by more than half of all the members of the Board. The tenure of the Chairman and the Vice-Chairman shall renewable upon re-election. <u>If the Chairman of the Company is unable to perform his/her duties due to any reason, the Company shall decide within 15 working days who shall perform the duties in his/her stead, and such person shall be prudent, diligent and responsible in performing the duties, and the period of time shall not exceed 6 months.</u></p> <p><u>In addition to the basic conditions for serving as a Director, the Chairman shall also meet the conditions for securities and fund practitioners.</u></p>	<p>Article 6 and Article 34 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>

Original article	Proposed to be amended to	Basis
<p>Article 178 Directors shall attend any Board meeting in person. Where a Director is unable to attend for some reasons, he or she may authorise in writing another Director to attend on his behalf. The instrument of proxy shall specify the name of the proxy, the matters to be authorised, scope of authorization and the validity period, and the proxy shall sign on or affix a chop to such instrument. The Independent Director shall not entrust non-independent Director to vote on his/her behalf. The Director attending the meeting for another Director shall exercise the rights of the latter Director within the scope of authorisation. Any Director who is unable to attend a Board meeting and has not authorised a proxy to attend on his behalf shall be deemed as waiving the right to vote at that meeting.</p>	<p>Article 185 Directors shall attend any Board meeting in person. Where a Director is unable to attend for some reasons, he or she may authorise in writing another Director to attend on his behalf. The instrument of proxy shall specify the name of the proxy, the matters to be authorised, scope of authorization and the validity period, and the proxy shall sign on or affix a chop to such instrument. <u>A Director shall not serve as alternate director for two or more Directors at a Board meeting.</u> An Independent Director shall not entrust non-independent Director to attend on his/her behalf. The Director attending the meeting for another Director shall exercise the rights of the latter Director within the scope of authorisation. Any Director who is unable to attend a Board meeting and has not authorised a proxy to attend on his behalf shall be deemed as waiving the right to vote at that meeting.</p>	<p>Article 3.3.2 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>
<p>Article 181 The Company shall have a secretary to the Board, who is a senior management member of the Company and shall report to the Company and the Board.</p> <p>The secretary to the Board has the requisite professional knowledge and experience, and shall be appointed by the Board. The circumstances provided in the <u>Article 222</u> of the Articles of Association, which prohibit a person from being a Director of the Company, shall also apply to the secretary of the Board. The Board shall formulate the requirement details for the post-holding <u>qualification</u> and the appointment and dismissal procedures of the secretary to the Board.</p>	<p>Article 188 The Company shall have a secretary to the Board, who is a senior management member of the Company and shall report to the Company and the Board.</p> <p>The secretary to the Board <u>shall have</u> the requisite professional knowledge and experience, and shall be appointed by the Board. The circumstances provided in the <u>Article 230</u> of the Articles of Association, which prohibit a person from being a Director of the Company, shall also apply to the secretary of the Board. The Board shall formulate <u>detailed requirements</u> for the <u>qualifications</u> and the appointment and dismissal procedures of the secretary to the Board.</p>	<p>Article 10 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>

Original article	Proposed to be amended to	Basis
<p>Article 182 The responsibilities of the secretary of the Board are to:</p> <p>(i) prepare and submit reports and documents required by the relevant authorities of PRC to be given by the Board and shareholders' general meeting;</p> <p>(ii) organize and prepare shareholders' general meetings, the Board meetings and the special Committee Board meetings, and take charge of the minutes of such meetings and keep the documents and records of such meetings in accordance with the legal procedures;</p> <p>(iii) supervise the Company to establish and implement information disclosure system and internal report system for significant information and enable the Company and the related persons to discharge the obligation of information disclosure in accordance with laws;</p> <p>(iv) ensure that the Company has maintained complete constitution documents and records;</p> <p>(v) ensure that the Company prepares and delivers in accordance with law those reports and documents required by competent authorities entitled thereto;</p> <p>(vi) ensure that the Company's registers of shareholders are properly maintained, and that persons entitled to the Company's records and documents are furnished with such records and documents without delay;</p> <p>(vii) maintain the investors relationship;</p> <p>(viii) other duties and powers empowered by the Board.</p>	<p>Article 189 The secretary of the Board <u>shall report to the Company and the Board and shall perform the following duties:</u></p> <p>(i) <u>to</u> prepare and submit reports and documents required by the relevant authorities of PRC to be given by the Board and shareholders' general meeting;</p> <p>(ii) <u>to</u> organize and prepare shareholders' general meetings, the Board meetings and the special Committee Board meetings, and take charge of the minutes of such meetings and keep the documents and records of such meetings in accordance with the legal procedures;</p> <p>(iii) <u>to</u> supervise the Company to establish and implement information disclosure system and internal report system for significant information and enable the Company and the related persons to discharge the obligation of information disclosure in accordance with laws;</p> <p>(iv) <u>to</u> ensure that the Company has maintained complete constitutional documents and records;</p> <p>(v) <u>to</u> ensure that the Company prepares and delivers in accordance with law those reports and documents required by competent authorities entitled thereto;</p> <p>(vi) <u>to</u> ensure that the Company's registers of shareholders are properly maintained, and that persons <u>having access</u> to the Company's records and documents are furnished with such records and documents without delay;</p> <p>(vii) <u>to</u> maintain investors relation;</p> <p>(viii) other duties and powers <u>delegated by</u> the Board.</p>	<p>Rule 4.4.2 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023)</p>

Original article	Proposed to be amended to	Basis
CHAPTER SEVEN GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS		
<p>Article 192 The Company shall have one general manager, who shall be appointed and dismissed by the Board.</p> <p>The Company shall have a certain number of deputy general managers to assist the general manager. Their appointment and dismissal are to be nominated by the general manager for approved by the Board.</p> <p>The Company's general manager, deputy general managers, <u>general manager's assistant</u>, secretary to the Board, chief financial officer, chief compliance officer, chief information officer, chief risk officer and other members who actually perform the aforesaid duties are the Company's senior management members.</p> <p>The appointment and removal of senior management members by the Company shall be filed with the securities regulatory authorities of the State Council.</p>	<p>Article 199 The Company shall have one general manager, who shall be appointed and dismissed by the Board.</p> <p>The Company shall have a certain number of deputy general managers to assist the general manager. Their appointment and dismissal are to be nominated by the general manager for approved by the Board.</p> <p>The Company's general manager, deputy general managers, secretary to the Board, chief financial officer, chief compliance officer, chief information officer, chief risk officer, <u>business director</u>, <u>general auditor</u> and other members who actually perform the aforesaid duties are the Company's senior management members.</p> <p>The appointment and removal of senior management members by the Company shall be filed with the securities regulatory authorities of the State Council.</p>	<p>Amending based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
<p>Article 193 The general manager and other senior management members shall have the following <u>qualifications</u> on the job:</p> <p>(i) <u>They shall not be prohibited by the laws and administrative regulations to assume office as the senior management member in securities companies;</u></p> <p>(ii) <u>They shall pass the benchmark test approved by the China Securities Regulatory Commission;</u></p> <p>(iii) <u>They shall be a university graduate above the first degree level, or obtain a bachelor degree or higher degree;</u></p> <p>(iv) They shall be of good character, faithful and honest;</p> <p>(v) <u>They shall be familiar with the laws, administrative regulations, rules and other regulatory documents related to the operation and management of a securities company, and have the operation and management capacity necessary to perform the senior management members' duties;</u></p> <p>(vi) <u>They shall be licensed to practice in the securities industry;</u></p> <p>(vii) <u>They shall have three years of experience in the practice of securities operation or five years in the field of finance, law or accountancy;</u></p>	<p>Article 200 The general manager and other senior management members shall have the following qualifications <u>for</u> the job:</p> <p>(i) <u>being honest and trustworthy, and having good moral character;</u></p> <p>(ii) <u>being familiar with the laws and regulations on securities and funds and the requirements of the CSRC;</u></p> <p>(iii) <u>having more than three years of work experience in securities, funds, finance, law, accounting, information technology, etc. related to the position to be held;</u></p> <p>(iv) <u>having management experience and capabilities that are compatible with the position to be held;</u></p> <p>(v) <u>previously holding the department head or above positions in a securities or fund institution for not less than two years, or holding the department head or above positions in a financial institution for not less than four years, or having equivalent management experience;</u></p> <p>(vi) <u>meeting the conditions for securities and fund practitioners;</u></p> <p>(vii) <u>other conditions stipulated by laws and regulations and the CSRC.</u></p>	<p>Article 6 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>

Original article	Proposed to be amended to	Basis
<p>(viii) They shall have at least two years of experience in charge of a department or even of a higher capacity in a securities company or no less than four years in charge of a department or even of a higher capacity in such financial institutions as <u>funds management, futures, banking, insurance</u> and so forth or of comparable management experience;</p> <p>(ix) <u>Where the laws, regulations and regulatory documents have any other provisions in respect of the qualifications, such provisions shall prevail.</u></p> <p>The employment of the general manager and other senior management members shall be null and void if it has violated the provisions of this article. The Company shall remove the incumbent general manager and other senior management members from office if he or they have been found to have the situation under this article.</p> <p>What are stipulated in <u>Article 142</u> related to the Director's faithful obligations and <u>Article 143 (iv)-(vi)</u> related to the diligent obligations are applicable to the senior management members.</p> <p>The senior management members of the Company shall carry out their duties honestly and faithfully, and protect the best interests of the Company and its shareholders as a whole. A senior management member of the Company shall be liable for compensation according to the law if he/she fails to perform his/her duties honestly and faithfully or in breach of his/her fiduciary duties, thereby causing damage to the interests of the Company and its public shareholders.</p>	<p>The appointment of the general manager and other senior management members in violation of the provisions of this article shall be invalid. If the general manager and other senior management members fall into the circumstances under this article during their term of office, the Company shall remove them from their positions.</p> <p>The provisions of <u>Article 146</u> on the duty of loyalty of Directors and <u>Article 147 (iv)- (vi)</u> on the duty of care of Directors in the Articles of Association shall also apply to senior management members.</p> <p>The senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and its shareholders as a whole. Senior management members who fail to perform their duties faithfully or breach their fiduciary duties shall be liable for compensation according to law if they cause damage to the interests of the Company and the public shareholders.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 194 The person who holds an office other than that of a Director or a Supervisor of the Company or a controlling shareholder or beneficial controller shall not become a senior management member of the Company.</p> <p>A senior management member of the Company may at most hold the office of Director or Supervisor concurrently in two companies where the Company has shareholding, but not an office other than those aforesaid. They shall not engage themselves concurrently in any other profit-making organizations or other operation activities.</p> <p>The senior management members only receive remuneration from the Company and are not paid by the Controlling Shareholders.</p>	<p><u>Article 201 Persons who hold positions other than director or supervisor in the controlling shareholder or actual controller of the Company shall not serve as senior management members of the Company.</u></p> <p>A senior management member may serve as a director or supervisor in up to two companies in which the Company holds shares, but may not hold positions other than director or supervisor in the above-mentioned companies, and may not hold positions or engage in other business activities in for-profit institutions <u>other than the companies in which the Company hold shares or which the Company controls. Where laws and regulations and the CSRC require otherwise, such requirements shall prevail.</u></p> <p>Senior management members shall receive remuneration only from the Company and shall not receive remuneration from the controlling shareholders instead.</p>	<p>Article 32 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>

Original article	Proposed to be amended to	Basis
<p>Article 199 The job specifications of general manager shall contain the following:</p> <p>(i) Conditions for the convening of and the procedure for the general manager's meeting, and the personnel attending the meeting;</p> <p>(ii) Respective duties and division of work of the general manager, the deputy general managers, <u>the general manager's assistant</u> and other senior management members;</p> <p>(iii) Application of the Company's funds and assets, the authority to enter into material contracts, and the system of reporting to the Board and the Supervisory Committee;</p> <p>(iv) Other matters which the Board consider necessary.</p>	<p>Article 206 The job specifications of general manager shall contain the following:</p> <p>(i) Conditions for the convening of and the procedure for the general manager's meeting, and the personnel attending the meeting;</p> <p>(ii) Respective duties and division of work of the general manager, the deputy general managers and other senior management members;</p> <p>(iii) Application of the Company's funds and assets, the authority to enter into material contracts, and the system of reporting to the Board and the Supervisory Committee;</p> <p>(iv) Other matters which the Board consider necessary.</p>	Amending based on actual conditions of the Company
<p>Article 200 The general manager's dismissal shall be resolved by the Board. He may resign anytime before the expiry of his tenure. The specific procedure and means concerning the general manager's resignation shall be clearly stipulated in his employment contract negotiated between the general manager and the Company. Where the general manager is unable to perform his obligations or during his absence, the Board shall designate the relevant personnel of the Company complying with the laws and regulations to exercise his obligations on his behalf within fifteen working days.</p> <p>The general manager shall abide by the laws, administrative rules and the Articles of Association and perform the obligations faithfully and diligently.</p>	<p>Article 207 The general manager's dismissal shall be resolved by the Board. <u>The general manager</u> may resign anytime before the expiry of his tenure. The specific procedures and means concerning the general manager's resignation shall be clearly stipulated in his <u>or her</u> employment contract negotiated between the general manager and the Company. Where the general manager is unable to perform his <u>or her</u> obligations or during his <u>or her</u> absence, the Board shall designate <u>an employee of the Company who meets the requirements of the laws and regulations</u> to exercise <u>the</u> obligations on his <u>or her</u> behalf within <u>15</u> working days, <u>and such person shall be prudent, diligent and responsible in performing the duties, and the period of time shall not exceed 6 months.</u></p>	Article 34 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions

Original article	Proposed to be amended to	Basis
<p>Article 201 <u>In the execution of the Company's duties, the senior management members shall abide by the laws, regulations, rules, regulatory documents and the Articles of Association, and perform the obligations faithfully and diligently.</u></p> <p>If a senior management member violates any laws, administrative rules, departmental rules and regulations and the provisions stipulated in the Articles of Association in the course of performing his duties of the Company and subsequently causes losses to the Company, he shall be liable for compensation. The Board of the Company shall take measures to pursue his/her liability.</p> <p>The senior management members shall abide by laws, administrative rules and the provisions stipulated in the Articles of Association, and take charge of implementing the compliance management objectives, assume the responsibility for compliance operation, and perform the following compliance management duties:</p> <p>(i) to establish and improve the organizational structure of compliance management, follow compliance management procedures, employ adequate and appropriate compliance managers, and provide sufficient human resources, material resources, financial resources and technical support and guarantee for their performance of duties;</p> <p>(ii) to report and make rectifications of the violations of relevant laws and regulations, and implement the accountability;</p> <p>(iii) other compliance management duties as stated in the Articles of Association or determined by the Board.</p>	<p>Article 208 If a senior management member violates any laws, administrative rules, departmental rules and regulations and the provisions stipulated in the Articles of Association in the course of performing his duties of the Company and subsequently causes losses to the Company, he shall be liable for compensation. The Board of the Company shall take measures to pursue his/her liability.</p>	<p>Article 135 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision)</p>

Original article	Proposed to be amended to	Basis
	<p><u>Article 209 The senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and its shareholders as a whole. Senior management members who fail to perform their duties faithfully or breach their fiduciary duties shall be liable for compensation according to law if they cause damage to the interests of the Company and the public shareholders.</u></p> <p>The senior management members shall abide by laws, administrative rules and the provisions stipulated in the Articles of Association, and take charge of implementing the compliance management objectives, assume the responsibility for compliance operation, and perform the following compliance management duties:</p> <p>(i) to establish and improve the organizational structure of compliance management, follow compliance management procedures, employ adequate and appropriate compliance managers, and provide sufficient human resources, material resources, financial resources and technical support for their performance of duties;</p> <p>(ii) to report and <u>rectify</u> violations of relevant laws and regulations <u>in a timely manner</u>, and implement <u>the</u> accountability;</p> <p>(iii) other compliance management duties as stated in the Articles of Association or determined by the Board.</p>	

Original article	Proposed to be amended to	Basis
CHAPTER EIGHT THE SUPERVISORY COMMITTEE		
<p>Article 202 Directors, general manager, deputy general manager, <u>assistant of general manager</u>, secretary to the Board, chief financial officer, chief compliance officer, chief information officer, chief risk officer and other senior management members as well as direct relatives and major social relationships thereof shall not hold the position of Supervisors.</p> <p>The appointment and removal of Supervisors by the Company shall be filed with the securities regulatory authorities of the State Council.</p> <p><u>In addition to the basic conditions of being a Supervisor, the Chairman of the Supervisory Committee shall possess the following conditions:</u></p> <p>(i) <u>He shall have more than three years of experience in securities, more than five years of experience in finance, laws, or accountancy, or more than ten years of experience in economics;</u></p> <p>(ii) <u>He shall be a university graduate above the first degree level, or obtain a bachelor degree or higher degree;</u></p> <p>(iii) <u>He shall pass the benchmark test approved by the China Securities Regulatory Commission.</u></p>	<p>Article 210 Directors, general manager, deputy general manager, secretary to the Board, chief financial officer, chief compliance officer, chief information officer, chief risk officer, <u>business director, general auditor</u> and other senior management members as well as direct relatives and major social relationships thereof shall not hold the position of Supervisors.</p> <p>The appointment and removal of Supervisors by the Company shall be filed with the securities regulatory authorities of the State Council.</p> <p><u>The qualification requirements for Supervisors of the Company shall be same as those for Directors under Article 144 of the Articles of Association.</u></p>	<p>Article 6 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions</p>
<p>Article 208 Any Supervisor who fails to attend Supervisory Committee meetings in person <u>two times</u> consecutively, shall be deemed non-performance of duties and shall be removed and <u>replaced</u> by the shareholders' general meeting or the shareholders' general meeting of employees' representatives.</p>	<p>Article 216 <u>A Supervisor who fails to attend the meetings of the Supervisory Committee in person for two consecutive times and does not appoint another Supervisor to attend meeting on his or her behalf shall be deemed to be unable to perform his or her duties, and the Supervisory Committee shall talk with the Supervisor and bring the issue to his or her attention. If the Supervisor still does not make rectification, the Supervisory Committee may suggest that the shareholders' general meeting or the assembly of employee representatives remove him or her from office.</u></p>	<p>Article 65 of the Guidelines for Boards of Supervisors of Listed Companies</p>

Original article	Proposed to be amended to	Basis
<p>Article 210 The Company shall have a Supervisory Committee. The Supervisory Committee shall compose of 9 Supervisors, including representatives of shareholders and representatives of employees, of which the ratio of employees' representatives shall not be less than one-third. The Supervisory Committee shall have one Chairman and <u>one vice Chairman</u>. The election or removal of the Chairman of the Supervisory Committee and vice Chairman shall be determined by the affirmative votes of two-thirds or more of the members of the Supervisory Committee. Meetings of the Supervisory Committee shall be convened and presided over by the Chairman of the Supervisory Committee. Where the Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, the vice Chairman of the Supervisory Committee shall convene and preside over the meetings; if the vice Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a Supervisor elected by not less than half of the Supervisors shall convene and preside over Supervisory Committee meetings.</p>	<p>Article 218 The Company shall have a Supervisory Committee. The Supervisory Committee shall <u>comprise</u> 9 Supervisors, including representatives of shareholders and representatives of employees, of which <u>at least one-third shall be employee representative Supervisors</u>. The Supervisory Committee shall have one Chairman and <u>may have</u> one vice Chairman. The election <u>and</u> removal of the Chairman <u>and the vice Chairman</u> of the Supervisory Committee shall be determined by the affirmative votes of two-thirds or more of the members of the Supervisory Committee. Meetings of the Supervisory Committee shall be convened and presided over by the Chairman of the Supervisory Committee. Where the Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, the vice Chairman of the Supervisory Committee shall convene and preside over the meetings; if the vice Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a Supervisor elected by not less than half of the Supervisors shall convene and preside over Supervisory Committee meetings.</p>	<p>Article 117 of the Company Law and Article 144 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 211 The supervisory Committee shall be accountable to the shareholders' general meeting and shall perform the following duties:</p> <p>(i) to review the Company's securities issuance documents and periodical reports prepared by the Board and to express its comments in writing; supervisors shall sign the written confirmation opinion;</p> <p>(ii) to inspect the Company's financial position;</p> <p>(iii) to supervise the establishment and implement of internal control by the Board;</p> <p>(iv) to conduct supervision on comprehensive risk management of the Company and monitor the diligent performance of the Board and senior management in risk management and recommend their rectification;</p> <p>(v) to supervise the performance of compliance management and business integrity management duties performed by directors and senior management;</p> <p>(vi) to supervise the behaviors of the Directors and senior management members in performing their duties, and to advise on dismissal of any Directors and senior management members who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings, or assume the primary or leadership responsibility for the occurrence of major compliance risks;</p>	<p>Article 219 The <u>Supervisory</u> Committee shall be accountable to the shareholders' general meeting and shall perform the following duties:</p> <p>(i) to review the Company's securities issuance documents and periodical reports prepared by the Board and to express its comments in writing; <u>Supervisors</u> shall sign the written confirmation opinion;</p> <p>(ii) to inspect the Company's financial position;</p> <p>(iii) to supervise the establishment and implement of internal control by the Board;</p> <p>(iv) to conduct supervision on comprehensive risk management of the Company and monitor the diligent performance of the Board and senior management in risk management and recommend their rectification;</p> <p>(v) to supervise the performance of compliance management and business integrity management duties performed by <u>Directors</u> and senior management;</p> <p>(vi) to supervise the behaviors of the Directors and senior management members in performing their duties, and to advise on dismissal of any Directors and senior management members who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings, or assume the primary or leadership responsibility for the occurrence of major compliance risks;</p>	<p>After the revision of the Code of Corporate Governance for Securities Companies (Trial), (x) of the first paragraph of this article is deleted as the requirements on which (x) is based were repealed; rewording based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
<p>(vii) to enquire on the conduct of Directors and senior management members;</p> <p>(viii) to demand the Directors and senior management members to rectify their errors if they have acted in a harmful manner to the Company's interest;</p> <p>(ix) to propose to convene an extraordinary general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a shareholders' general meeting as required by the Company Law, to convene and preside over the shareholders' general meeting;</p> <p>(x) <u>to engage an accountant firm qualified for engaging securities related business to conduct the audits on retiring or resigning senior management members;</u></p> <p>(xi) to propose motions in a shareholders' general meeting;</p> <p>(xii) to take legal actions against Directors and senior management members in accordance with <u>Article 152</u> of the Company Law;</p> <p>(xiii) to examine the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the shareholders' general meetings and, to conduct investigations whenever queries or unusual conditions of operation of the Company arises and if necessary, to engage professional personnel such as certified public accountants, practising auditors and lawyers to assist in the investigations;</p> <p>(xiv) to conduct investigations whenever unusual conditions of operation, financial conditions and compliance of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations. Any reasonable costs arising therefore shall be borne by the Company;</p> <p>(xv) to exercise other authorities as authorized by the Articles of Association or the shareholders' general meetings.</p>	<p>(vii) to enquire on the conduct of Directors and senior management members;</p> <p>(viii) to demand the Directors and senior management members to rectify their errors if <u>their actions impair</u> the Company's interest;</p> <p>(ix) to propose to convene an extraordinary general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a shareholders' general meeting as required by the Company Law, to convene and preside over the shareholders' general meeting;</p> <p>(x) to propose motions in a shareholders' general meeting;</p> <p>(xi) to take legal actions against Directors and senior management members in accordance with the Company Law <u>or the Articles of Association;</u></p> <p>(xii) to examine the financial information such as the financial report, business report and <u>profit distribution plan</u> to be submitted by the Board to the shareholders' general meetings and, to conduct investigations whenever queries or unusual conditions of operation of the Company arises and if necessary, to engage <u>professionals</u> such as certified public accountants, auditors (<u>practising</u>) and lawyers to assist in the investigations;</p> <p>(xiii) to conduct investigations whenever unusual conditions of operation, financial conditions and compliance of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations. Any reasonable costs arising therefore shall be borne by the Company;</p> <p>(xiv) to exercise other authorities as <u>granted</u> by the Articles of Association or the shareholders' general meetings.</p>	

Original article	Proposed to be amended to	Basis
CHAPTER NINE THE QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS AND OTHER SENIOR MANAGEMENT MEMBERS		
<p>Article 222 Other than the conditions for the directorate position of Directors (including Independent Directors), Supervisors, senior management members as required under <u>Article 140, Article 153, Article 154, Article 187, Article 193, Article 202</u>, the following persons may not serve as Directors, Supervisors, general manager or other senior management members of the Company:</p> <p>(i) persons without civil capacity or with limited civil capacity;</p> <p>(ii) persons who have committed offences relating to corruption, bribery, conversion of property, misappropriation of property or disruption of social economic order, and have been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence, or who have been deprived of their political rights due to the commission of a criminal offence, where less than five years have elapsed since the date of restoring their political rights;</p> <p>(iii) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;</p>	<p>Article 230 Other than the conditions for the directorate position of Directors (including Independent Directors), Supervisors, senior management members as required under <u>Article 144, Article 157, Article 158, Article 188, Article 194, Article 200 and Article 210</u>, the following persons may not serve as Directors, Supervisors, general manager or other senior management members of the Company:</p> <p>(i) persons without civil capacity or with limited civil capacity;</p> <p>(ii) persons who have committed offences relating to corruption, bribery, conversion of property, misappropriation of property or disruption of social economic order, and have been sentenced to criminal punishment, where less than five years have elapsed since the date of completion of the sentence, or who have been deprived of their political rights due to the commission of a criminal offence, where less than five years have elapsed since the date of restoring their political rights; <u>persons who have been penalized for committing a crime that endangers national security, terrorism or underworld nature;</u></p> <p>(iii) persons who were former Directors, factory managers or managers of a company or enterprise which was declared bankrupt and was liquidated and who were personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise</p>	<p>Article 125 of the Securities Law (2019 Revision); Article 7 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Operating Institutions</p>

Original article	Proposed to be amended to	Basis
<p>(iv) <u>persons who were legal representatives of a company or enterprise which had its business licence revoked or ordered to close down due to violation of the law and who were personally liable, where less than three years have elapsed since the date of the revocation of the business licence;</u></p> <p>(v) persons who have a relatively substantial amount of debts due and outstanding;</p> <p>(vi) <u>persons who are subject to CSRC's measure which prohibit them from entering into the securities market for a period which has not yet expired;</u></p> <p>(vii) persons in charge of <u>stock exchange</u>, the securities registration and clearing institutions or Directors, Supervisors, senior management members of securities companies, whose qualification was revoked due to illegal or disciplinary behavior, and it has not been five years since the date when the qualification was revoked;</p> <p>(viii) persons who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed from the date of such conviction;</p> <p>(ix) persons who are lawyers, certified public accountants or professionals of other securities service institutions, whose practising certificate or qualification was revoked due to illegal or disciplinary behavior, and it has not been five years since the date when the practising certificate or qualification was revoked;</p>	<p>(iv) <u>persons who served as the legal representative and principal person in charge of operation and management of the institution which has been taken over, cancelled, declared bankrupt, ordered to close down or whose business license has been revoked, where less than five years have elapsed since the date of the takeover, revocation, declaration of bankruptcy or revocation of the business license of the company, except for those who can prove that he/she was not personally liable for the takeover, revocation, declaration of bankruptcy, order to close down or revocation of business license of the company;</u></p> <p>(v) persons who have a relatively substantial amount of debts due and outstanding;</p> <p>(vi) <u>persons in charge of stock exchange</u>, the securities registration and clearing institutions or Directors, Supervisors, senior management members of securities companies, whose qualification was revoked due to illegal or disciplinary behavior, and it has not been five years since the date when the qualification was revoked;</p> <p>(vii) <u>persons who has been convicted by the relevant competent authority for violation of relevant securities regulations, and such conviction involves a finding that such person has acted fraudulently or dishonestly, where less than five years have elapsed from the date of such conviction;</u></p> <p>(viii) <u>persons who are lawyers, certified public accountants or professionals of other securities service institutions, whose practising certificate or qualification was revoked due to illegal or disciplinary behavior, and it has not been five years since the date when the practising certificate or qualification was revoked;</u></p>	

Original article	Proposed to be amended to	Basis
<p>(x) Government office personnel and other personnel who are forbidden by law and administrative regulations to take up concurrent posts at companies;</p> <p>(xi) persons who were subject to administrative penalties by the financial regulatory department due to material illegal or disciplinary behavior where less than <u>three</u> years have elapsed since the date of completion of the penalties;</p> <p>(xii) <u>persons other than a natural person;</u></p> <p>(xiii) <u>persons who are under the period of investigation due to suspected illegal behaviors, or under the investigation of the legal authority due to violation of the criminal laws and the trials have not yet finished;</u></p> <p>(xiv) other <u>contents</u> required by the legal, administrative laws or authorities regulations.</p> <p>If an election or appointment of a Director is taken place in contravention of this Article, the said election, appointment or engagement shall be invalid. If a Director falls into any of the circumstances set forth in this Article during his term of office, the Company shall terminate his duties.</p>	<p>(ix) <u>employees of stock exchange, securities companies, securities registration and clearing institutions and securities service institutions dismissed due to illegal or disciplinary behavior, and employees of state organs dismissed;</u></p> <p>(x) Government office personnel and other personnel who are forbidden by law and administrative regulations to take up concurrent posts at companies;</p> <p>(xi) persons who were subject to administrative penalties by the financial regulatory department <u>or prohibited from entering into the securities market by the CSRC</u> due to material illegal or disciplinary behavior where less than <u>five</u> years have elapsed since the date of completion of the penalties;</p> <p>(xii) <u>persons who have been disqualified by the CSRC or by the Asset Management Association of China in the past five years;</u></p> <p>(xiii) <u>persons who have been identified as inappropriate candidates by the CSRC or taken disciplinary actions not suitable for engaging in relevant business by industry associations, and the term of which has not yet expired;</u></p> <p>(xiv) <u>persons who were under investigation by administrative authorities or judicial authorities on suspicion of committing a crime which had not yet reached final settlement opinions;</u></p> <p>(xv) other <u>circumstances</u> required <u>or recognized</u> by the legal, administrative laws, authorities regulations <u>or the CSRC.</u></p> <p>If an election or appointment of a Director is taken place in contravention of this Article, the said election, appointment or engagement shall be invalid. If a Director falls into any of the circumstances set forth in this Article during his term of office, the Company shall terminate his duties.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 238 The Company is required to enter into a contract in writing with every Director, Supervisor and senior management member containing at least the following provisions:</p> <p>(i) an undertaking by the Director, Supervisor or senior management member to the Company to comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions made by the Hong Kong Stock Exchange and an agreement that the Company shall have the remedies provided in the Articles of Association and that neither the contract nor his office is capable of assignment;</p> <p>(ii) an undertaking by the Director, Supervisor or senior management member to the Company to comply with and perform his obligations to shareholders as stipulated in the Articles of Association;</p> <p>(iii) an arbitration clause as stipulated in <u>Article 299</u>.</p> <p>The Company shall enter into a contract in writing with a Director or Supervisor wherein his emoluments are stipulated. The aforesaid emoluments shall include:</p> <p>(i) the emoluments in respect of his service as Director, Supervisor or senior management member of the Company;</p> <p>(ii) the emoluments in respect of his service as Director, Supervisor or senior management member of any subsidiary of the Company;</p>	<p>Article 246 The Company is required to enter into a contract in writing with every Director, Supervisor and senior management member containing at least the following provisions:</p> <p>(i) an undertaking by the Director, Supervisor or senior management member to the Company to comply with the Company Law, the Special Regulations, the Articles of Association, the Code on Takeovers and Mergers, the Code on Share Repurchases and other provisions made by the Hong Kong Stock Exchange and an agreement that the Company shall have the remedies provided in the Articles of Association and that neither the contract nor his office is capable of assignment;</p> <p>(ii) an undertaking by the Director, Supervisor or senior management member to the Company to comply with and perform his obligations to shareholders as stipulated in the Articles of Association;</p> <p>(iii) an arbitration clause as stipulated in <u>Article 307</u>.</p> <p>The Company shall enter into a contract in writing with a Director or Supervisor wherein his emoluments are stipulated. The aforesaid emoluments shall include:</p> <p>(i) the emoluments in respect of his service as Director, Supervisor or senior management member of the Company;</p> <p>(ii) the emoluments in respect of his service as Director, Supervisor or senior management member of any subsidiary of the Company;</p>	<p>Adjusting the format</p>

Original article	Proposed to be amended to	Basis
<p>(iii) the emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(iv) the payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a Director or Supervisor against the Company for the benefits due to him in respect of the matters mentioned in this Article.</p>	<p>(iii) the emoluments in respect of the provision of other services in connection with the management of the affairs of the Company and any of its subsidiaries;</p> <p>(iv) the payment by way of compensation for loss of office, or as consideration for or in connection with his retirement from office.</p> <p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a Director or Supervisor against the Company for the benefits due to him in respect of the matters mentioned in this Article.</p>	
CHAPTER TEN FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING		
<p>Article 251 The Company adopts a continuous, stable and aggressive profit distribution policy, which focuses on providing reasonable investment returns to Shareholders. The Company may, according to the profit made by the Company and taking into account the actual situation as well as current and long-term benefit of the Company, distribute dividend by way of cash or shares, and have the priority to distribute dividend by cash.</p> <p>In principle, the Company will distribute cash dividend for the year with profit. The Company may distribute interim dividend. Profit distribution shall satisfy the regulatory requirements, not exceed the accumulated distributable profit and not influence continuous operation capacity of the Company. If the Company generated profits in the previous accounting year but the Board did not make any cash profit distribution proposal after the end of the previous accounting year, the Company shall state the reasons for not distributing the profit and the usage of the profit retained in the annual report and the Independent Directors shall give an independent opinion in such regard.</p>	<p>Article 259 The Company adopts a continuous, stable and aggressive profit distribution policy, which focuses on providing reasonable investment returns to Shareholders. The Company may, according to the profit made by the Company and taking into account the actual situation as well as current and long-term benefit of the Company, distribute dividend by way of cash or shares, and have the priority to distribute dividend by cash.</p> <p>In principle, the Company will distribute cash dividend for the year with profit. The Company may distribute interim dividend. Profit distribution shall satisfy the regulatory requirements, not exceed the accumulated distributable profit and not influence continuous operation capacity of the Company. If the Company generated profits in the previous accounting year but the Board did not make any cash profit distribution proposal after the end of the previous accounting year, the Company shall state the reasons for not distributing the profit and the usage of the profit retained in the annual report and the Independent Directors shall give an independent opinion in such regard.</p>	<p>Article 5 of the Regulatory Guidelines No. 3 for Listed Companies – the Distribution of Cash Dividends of Listed Companies (2022 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>The accumulated cash distribution of profit for the last three years of the Company were not less than 30% of the average annual distributable profit. Specific percentage of dividend distribution for each year shall meet the needs of corporate operation and development and be resolved in accordance with the annual earnings conditions and future plans on usage of funds.</p> <p>If any of the following circumstances occurs, the Company can adjust or amend the aforesaid profit distribution policy by obtaining the approval from more than two thirds of voting rights held by shareholders attending the shareholders' general meeting:</p> <p>(i) there are changes in, or adjustments to, the relevant laws and regulations;</p> <p>(ii) the risk control indicators (such as net capital) reach the warning levels;</p> <p>(iii) the Company's operating conditions deteriorate;</p> <p>(iv) the Board proposes the adjustments.</p>	<p>The accumulated cash distribution of profit for the last three years of the Company were not less than 30% of the average annual distributable profit. Specific percentage of dividend distribution for each year shall meet the needs of corporate operation and development and be resolved in accordance with the annual earnings conditions and future plans on usage of funds.</p> <p>If any of the following circumstances occurs, the Company can adjust or amend the aforesaid profit distribution policy by obtaining the approval from more than two thirds of voting rights held by shareholders attending the shareholders' general meeting:</p> <p>(i) there are changes in, or adjustments to, the relevant laws and regulations;</p> <p>(ii) the risk control indicators (such as net capital) reach the warning levels;</p> <p>(iii) the Company's operating conditions deteriorate;</p> <p>(iv) the Board proposes the adjustments.</p>	

Original article	Proposed to be amended to	Basis
<p>In the event that adjustments to the Company's profit distribution policy are necessary due to the needs of operation and long-term development, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities. Any resolution regarding the adjustments to the Company's cash dividend policy shall be approved by two thirds of the voting rights of the shareholders attending the shareholders' general meeting and online voting shall be available. The Company shall consider the views of public investors and timely respond to the questions concerned by public investors.</p> <p>The Company should disclose in annual reports the formulation, implementation of the dividend distribution policy and other relevant circumstances in accordance with the relevant provisions. If the cash dividend policy is to be adjusted or amended, whether the conditions and procedures for the adjustments or amendments are in compliance with the regulations and transparent should be disclosed in details.</p>	<p>In the event that adjustments to the Company's profit distribution policy are necessary due to the needs of operation and long-term development, the adjusted profit distribution policy shall comply with the relevant requirements of the regulatory authorities. Any resolution regarding the adjustments to the Company's cash dividend policy shall be approved by two thirds of the voting rights of the shareholders attending the shareholders' general meeting and online voting shall be available. The Company shall consider the views of public investors and timely respond to the questions concerned by public investors.</p> <p>The Company should disclose in annual reports the formulation, implementation of the dividend distribution policy and other relevant circumstances in accordance with the relevant provisions. If the cash dividend policy is to be adjusted or amended, whether the conditions and procedures for the adjustments or amendments are in compliance with the regulations and transparent should be disclosed in details.</p> <p><u>The proportion of cash dividends in the profit distribution is calculated by dividing cash dividends by the sum of cash dividends and stock dividends.</u></p>	

Original article	Proposed to be amended to	Basis
<p>Article 263 The Company's appointment, removal and non-reappointment of an accountant firm shall be resolved upon by shareholders in shareholders' general meeting. <u>The resolution of the shareholders' general meeting shall be filed with the securities governing authority of the State Council.</u></p> <p>Prior notice should be given to the accountant firm if the Company decides to remove such accountant firm or not to renew the appointment thereof. Such accountant firm shall be entitled to make representations at the shareholders' general meeting.</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accountant firm which is not an incumbent firm to fill a casual vacancy in the office of the accountant firm, re-appointment of a retiring accountant firm which was appointed by the Board of the Company to fill a casual vacancy, or removal of the accountant firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(i) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the accountant firm proposed to be appointed or proposing to leave its post, or the accountant firm which has left its post in the relevant fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>	<p>Article 271 The Company's appointment, removal and non-reappointment of an accountant firm shall be resolved upon by shareholders in shareholders' general meeting.</p> <p>Prior notice should be given to the accountant firm if the Company decides to remove such accountant firm or not to renew the appointment thereof. Such accountant firm shall be entitled to make representations at the shareholders' general meeting.</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the appointment of an accountant firm which is not an incumbent firm to fill a casual vacancy in the office of the accountant firm, re-appointment of a retiring accountant firm which was appointed by the Board of the Company to fill a casual vacancy, or removal of the accountant firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(i) A copy of the proposal shall be sent before notice of meeting is given to the shareholders to the accountant firm proposed to be appointed or proposing to leave its post, or the accountant firm which has left its post in the relevant fiscal year.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p>	<p>The Circular on Institutional Supervision (No. 16 of 2020) issued by the CSRC on 4 September 2020 has cancelled the filing requirements on the "Company's appointment, removal and non-reappointment of an accountant firm"</p>

Original article	Proposed to be amended to	Basis
<p>(ii) If the accountant firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; and 2. deliver a copy of the representations to each shareholder who is entitled to receive the notice of shareholders' general meeting in the manner stipulated in the Article. <p>(iii) If the accountant firm's representations are not sent in accordance with clause (ii) of this Article, the relevant accountant firm may (in addition to its right to be heard) require that the representations be read out at the meeting.</p> <p>(iv) An accountant firm which is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any shareholders' general meeting convened on its resignation. <p>An accountant firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accountant firm of the Company.</p>	<p>(ii) If the accountant firm leaving its post makes representations in writing and requests the Company to notify such representations to the shareholders, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice of the resolution given to shareholders, state the fact of the representations having been made; and 2. deliver a copy of the representations to each shareholder who is entitled to receive the notice of shareholders' general meeting in the manner stipulated in the Article. <p>(iii) If the accountant firm's representations are not sent in accordance with clause (ii) of this Article, the relevant accountant firm may (in addition to its right to be heard) require that the representations be read out at the meeting.</p> <p>(iv) An accountant firm which is leaving its post shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the shareholders' general meeting at which its term of office would otherwise have expired; 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any shareholders' general meeting convened on its resignation. <p>An accountant firm which is leaving its post shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meetings in relation to matters concerning its role as the former accountant firm of the Company.</p>	

Original article	Proposed to be amended to	Basis
CHAPTER THIRTEEN MERGER, DIVISION, INCREMENT AND REDUCTION IN REGISTERED CAPITAL, DISSOLUTION AND LIQUIDATION		
<p>Article 279 <i>Approval</i> from the CSRC shall be obtained according to the law under the circumstance of changes in substantial shareholders or actual controllers or merger or division of the Company.</p> <p>If the Company changes the registered share capital or shareholding but does not involve the <u>aforesaid</u> circumstances, it shall file with the branch office of the CSRC of its principal place of business within five business days from the date of completion of the change of industry and commerce registration (from the date of registration of the relevant authentic right, if it is not necessary to complete the change of industry and commerce registration according to law). The provisions of this article shall not be applicable to the shareholding changes on the stock exchange.</p>	<p>Article 287 <i>Approval</i> from the CSRC shall be obtained according to the law under the circumstance of changes in substantial shareholders or actual controllers or merger or division of the Company.</p> <p>If the Company changes the registered share capital or shareholding <u>or the actual controller of more than 5% equity interest without involving the circumstances set forth in the first paragraph of this article</u>, it shall file with the branch office of the CSRC of its principal place of business within five business days from the date of completion of the change of industry and commerce registration (from the date of registration of the relevant authentic right, if it is not necessary to complete the change of industry and commerce registration according to law). The provisions of this article shall not be applicable to the shareholding changes on the stock exchange.</p>	Article 6 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)
<p>Article 280 When the Company changes its registered capital or equity, it shall formulate a work plan and selecting criteria for shareholders. The Company and equity transferors shall in advance inform the intended participants of the conditions to become a shareholder of the Company, the procedures required to be performed, the Company's operation status and potential risks, etc.</p> <p>The Company and equity transferors shall conduct due diligence on the intended participants, and reach agreements on the subsequent measures under the circumstance that the intended participants may not be qualified. No agreements shall be entered into with if the intended participants are found to be unqualified. If the relevant matters need to be <u>approved</u> by the CSRC, it shall be agreed that the agreement shall come into force after <u>approval</u>.</p>	<p>Article 288 When the Company changes its registered capital or equity, it shall formulate a work plan and selecting criteria for shareholders. The Company and equity transferors shall in advance inform the intended participants of the conditions to become a shareholder of the Company, the procedures required to be performed, <u>and inform the intended participants that meet the shareholder selection criteria of the Company's operation status and potential risks, etc.</u></p> <p>The Company and equity transferors shall conduct due diligence on the intended participants, and reach agreements on the subsequent measures under the circumstance that the intended participants may not be qualified. No agreements shall be entered into with if the intended participants are found to be unqualified. If the relevant matters need to be <u>approved</u> by the CSRC, it shall be agreed that the agreement shall come into force after <u>approval</u>.</p>	Article 17 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)

Original article	Proposed to be amended to	Basis
<p>Article 281 In the process of changing its registered capital or shareholding, the Company shall reach prior agreements with relevant principals on the treatment measures regarding the possible breach of requirements or commitments, specifying the accountability mechanism for persons held liable, and cooperate with regulatory authorities in investigations.</p> <p>The Company shall make arrangements for risk prevention during the period in which its registered share capital or shareholding change, to ensure the usual operations of the Company and protect customers' interests from damages. For matters subject to the <u>approval</u> of the CSRC in accordance with the law, the shareholders of the Company shall continue to exercise their voting rights independently according to the respective proportion of shares held by them prior to such <u>approval</u>, and equity transferors shall not recommend any person associated to equity transferees to act as a director, supervisor and senior management of the Company, and transfer their voting rights in any disguised form.</p>	<p>Article 289 In the process of changing its registered capital or shareholding, the Company shall reach prior agreements with relevant principals on the treatment measures regarding the possible breach of requirements or commitments, specifying the accountability mechanism for persons held liable, and cooperate with regulatory authorities in investigations.</p> <p>The Company shall make arrangements for risk prevention during the period in which its registered share capital or shareholding change, to ensure the usual operations of the Company and protect customers' interests from damages. For matters subject to the <u>approval</u> of the CSRC in accordance with the law, the shareholders of the Company shall continue to exercise their voting rights independently according to the respective proportion of shares held by them prior to such <u>approval</u>, and equity transferors shall not recommend any person associated to equity transferees to act as a director, supervisor and senior management of the Company, and transfer their voting rights in any disguised form.</p>	<p>Article 19 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)</p>

Original article	Proposed to be amended to	Basis
CHAPTER SIXTEEN THE BYE-LAWS		
Article 300 Definition	<u>Article 308</u> Definition	
<p>(i) Controlling shareholder refers to the one who possesses one of the following conditions:</p> <ol style="list-style-type: none"> such person acting individually or collectively with others can elect over 50% of the Directors; such person acting individually or collectively with others can exercise over 30% (including 30%) of voting rights of the total number of shares of the Company, which carry voting rights, or control the exercise of over 30% (including 30%) of the voting right of the total number of shares of the Company, which carry voting rights; such person acting individually or collectively with others hold over 30% (including 30%) of the total number of shares issued by the Company; such person acting individually or collectively with others in actual control of the Company by other means. 	<p>(i) Controlling shareholder refers to the one who possesses one of the following conditions:</p> <ol style="list-style-type: none"> such person acting individually or collectively with others can elect over 50% of the Directors; such person acting individually or collectively with others can exercise over 30% (including 30%) of voting rights of the total number of shares of the Company, which carry voting rights, or control the exercise of over 30% (including 30%) of the voting right of the total number of shares of the Company, which carry voting rights; such person acting individually or collectively with others hold over 30% (including 30%) of the total number of shares issued by the Company; such person acting individually or collectively with others in actual control of the Company by other means. 	Article 5 of the Provisions on the Administration of Equity Ownership of Securities Companies (2021 Revision)

Original article	Proposed to be amended to	Basis
<p>(ii) Actual controller means the person who is not the shareholder of the Company, but could control the act of the Company actually through investment, agreement or other arrangement.</p> <p>(iii) Affiliated relation means the relation between the controlling shareholder of the Company, actual controller, Directors, Supervisors, senior management member and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Company. However, the relation between fellow State-controlled enterprises shall not be deemed as affiliated relation merely because they are both controlled by the State.</p>	<p><u>(ii) Substantial shareholder means those shareholders holding shares that account for more than 5% of the total issued and outstanding shares of the Company.</u></p> <p>(iii) Actual controller means the person who is not the shareholder of the Company, but could control the act of the Company actually through investment, agreement or other arrangement.</p> <p><u>(iv) Affiliated relation means the relation between the controlling shareholder of the Company, actual controller, Directors, Supervisors, senior management member and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Company. However, the relation between fellow State-controlled enterprises shall not be deemed as affiliated relation merely because they are both controlled by the State.</u></p>	
<p>Article 302 The Articles of Association is written in Chinese, and the Chinese version of the Articles of Association, which has the <u>approved</u> registration made by the Shanghai Municipal Administration for Market Regulation recently, should prevail, if there is difference between the Chinese version and versions of other languages.</p>	<p><u>Article 310</u> The Articles of Association is written in Chinese, and the Chinese version of the Articles of Association, which has <u>been registered and filed with</u> the Shanghai Municipal Administration for Market Regulation recently, should prevail, if there is difference between the Chinese version and versions of other languages.</p>	<p>Amending based on actual conditions</p>

The article numbers and the article numbers referred to in the text shall be amended accordingly.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR
SHAREHOLDERS' GENERAL MEETINGS OF HAITONG SECURITIES CO., LTD.

Original article	Proposed to be amended to	Basis
CHAPTER 2 GENERAL RULES OF SHAREHOLDERS' GENERAL MEETING		
<p>Article 5 The shareholders' general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>(i) to decide on the operating policies and investment plans of the Company;</p> <p>(ii) to elect and remove Directors and Supervisors (not being staff representatives), and to fix the remuneration of the relevant Directors and Supervisors;</p> <p>(iii) to examine and approve the reports of the Board;</p> <p>(iv) to examine and approve the reports of the Supervisory Committee;</p> <p>(v) to examine and approve the annual report of the Company;</p> <p>(vi) to examine and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(vii) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(viii) to adopt resolutions on any increment or reduction of registered capital of the Company and issue any type of shares, warrants and other similar securities;</p>	<p>Article 5 The shareholders' general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>(i) to decide on the operating policies and investment plans of the Company;</p> <p>(ii) to elect and remove Directors and Supervisors (not being staff representatives), and to fix the remuneration of the relevant Directors and Supervisors;</p> <p>(iii) to examine and approve the reports of the Board;</p> <p>(iv) to examine and approve the reports of the Supervisory Committee;</p> <p>(v) to examine and approve the annual report of the Company;</p> <p>(vi) to examine and approve the proposed annual financial budgets and final accounts of the Company;</p> <p>(vii) to examine and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(viii) to adopt resolutions on any increment or reduction of registered capital of the Company and issue any type of shares, warrants and other similar securities;</p>	<p>Rule 6.1.9 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023); rewording based on actual conditions</p>

Original article	Proposed to be amended to	Basis
(ix) to adopt resolutions on any issuance of bonds of the Company;	(ix) to adopt resolutions on any issuance of bonds of the Company;	
(x) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;	(x) to adopt resolutions on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;	
(xi) to amend the Articles of Association;	(xi) to amend the Articles of Association;	
(xii) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;	(xii) to adopt resolutions on the appointments, dismissals or non-reappointments of accounting firms;	
(xiii) to examine and approve matters relating to security under Article 6;	(xiii) to examine and approve matters relating to security under Article 6;	
(xiv) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 15% the Company's latest audited total assets;	<u>(xiv) to examine and approve matters relating to financial assistance under Article 7;</u>	
(xv) to examine and approve the change of the purpose for raising funds;	(xv) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 15% the Company's latest audited total assets;	
(xvi) to examine and approve an application of funds for external investment, the value of which reaches or exceeds 10% of the latest audited net assets of the Company;	<u>(xvi) to examine and approve the change of the purpose for raising funds;</u>	
(xvii) According to Listing rules of shares on the Shanghai Stock Exchange, to examine and approve the connected transactions which shall be examined by the shareholders' general meeting, that is, the total amount of the connected transactions between the Company and its connected parties exceeding 30 million or the connected transactions taking more than 5% of the latest audited net assets of the Company;	<u>(xvii) to examine and approve an application of funds for external investment, the value of which reaches or exceeds 10% of the latest audited net assets of the Company;</u>	
	(xviii) According to Listing rules of shares on the Shanghai Stock Exchange, to examine and approve the connected transactions which shall be examined by the shareholders' general meeting, that is, the total amount of the connected transactions between the Company and its connected parties exceeding 30 million or the connected transactions taking more than 5% of the latest audited net assets of the Company;	

Original article	Proposed to be amended to	Basis
<p>(xviii) According to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), to examine and approve the connected transactions which shall be approved by the independent shareholders (that is, those who are not interested in the relevant connection transactions). The connected transactions of the Company shall be conducted on normal commercial terms. The connected transactions are usually classified as the one-off connected transactions and the continuing connected transactions. Except when the relevant exemption provisions of the Hong Kong Listing Rules apply, such as, (1) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 5%, and the total consideration (in terms of the one-off connected transaction) or the annual connected transactions (in terms of the continuing connected transactions) reaches or exceeds HK\$10 million, (2) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 25%; or (3) in the event that the Company (excluding its subsidiaries) issue new shares to the connected party, then the transaction shall be approved by the independent shareholders. In particular, the asset ratio refers to the total value of the assets involved in the connected transactions divided by the total value of the assets of the Company; the return ratio refers to the return ratio attributable to the connected transactions in the assets involved divided by the return of the Company; the consideration ratio refers to the relevant consideration divided by the total market value of the Company;</p>	<p><u>(xix)</u> According to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), to examine and approve the connected transactions which shall be approved by the independent shareholders (that is, those who are not interested in the relevant connection transactions). The connected transactions of the Company shall be conducted on normal commercial terms. The connected transactions are usually classified as the one-off connected transactions and the continuing connected transactions. Except when the relevant exemption provisions of the Hong Kong Listing Rules apply, such as, (1) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 5%, and the total consideration (in terms of the one-off connected transaction) or the annual connected transactions (in terms of the continuing connected transactions) reaches or exceeds HK\$10 million, (2) any of the asset ratio, the return ratio, the consideration ratio or the equity ratio of the connected transactions reaches or exceeds 25%; or (3) in the event that the Company (excluding its subsidiaries) issue new shares to the connected party, then the transaction shall be approved by the independent shareholders. In particular, the asset ratio refers to the total value of the assets involved in the connected transactions divided by the total value of the assets of the Company; the return ratio refers to the return ratio attributable to the connected transactions in the assets involved divided by the return of the Company; the consideration ratio refers to the relevant consideration divided by the total market value of the Company;</p>	

Original article	Proposed to be amended to	Basis
the equity ratio refers to par value of the share capital issued as the consideration divided by the par value of the share capital issued by the Company prior to the connected transaction. The foregoing statements are for reference only, and shall not replace or revise to any extent the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions. The Company shall comply with the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions.	the equity ratio refers to par value of the share capital issued as the consideration divided by the par value of the share capital issued by the Company prior to the connected transaction. The foregoing statements are for reference only, and shall not replace or revise to any extent the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions. The Company shall comply with the specific stipulations of the Hong Kong Listing Rules (as amended at times) applicable to the connected transactions.	
(xix) to examine the implementation schemes on the mechanism for long-term effective incentives, such as equity incentive scheme and employee shareholding plan;	<u>(xx)</u> to examine the implementation schemes on the mechanism for long-term effective incentives, such as equity incentive scheme and employee shareholding plan;	
(xx) to examine and approve the proposal submitted by the individual shareholder or the shareholders collectively holding more than 3% (including 3%) of the Company's voting shares;	<u>(xxi)</u> to examine and approve the proposal submitted by the individual shareholder or the shareholders collectively holding more than 3% (including 3%) of the Company's voting shares;	
(xxi) to resolve on the repurchase of the Company's shares as prescribed under items (I) and (II) of Article 28 of the Articles of Association;	<u>(xxii)</u> to resolve on the repurchase of the Company's shares as prescribed under items (I) and (II) of Article 28 of the Articles of Association;	
(xxii) to examine other matters required by laws, administrative regulations, departmental rules or the Articles of Association to be resolved by the shareholders' general meeting.	<u>(xxiii)</u> to examine other matters required by laws, administrative regulations, departmental rules, <u>rules on transaction of the stock exchanges</u> or the Articles of Association to be resolved by the shareholders' general meeting.	

Original article	Proposed to be amended to	Basis
For matters to be decided at shareholders' general meeting as prescribed by laws, administrative regulations and the Articles, such matters have to be reviewed at shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorise the Board to decide upon such matters within the scope of authorisation of the shareholders' general meeting subject to the applicable laws, regulations and the Articles.	For matters to be decided at shareholders' general meeting as prescribed by laws, administrative regulations and the Articles, such matters have to be reviewed at shareholders' general meeting so as to ensure that the shareholders of the Company have a right to decide over those matters. When it is deemed necessary and reasonable, in relation to resolutions that have been made but their relevant specific matters cannot be decided upon during the shareholders' general meeting, the shareholders' general meeting may authorise the Board to decide upon such matters within the scope of authorisation of the shareholders' general meeting subject to the applicable laws, regulations and the Articles.	

Original article	Proposed to be amended to	Basis
/	<p><u>Article 7 “Financial assistance” transactions (including interest-bearing or interest-free borrowings and entrusted loans) of the Company shall be subject to the consideration of the Board, and shall also be submitted to the shareholders’ general meeting for deliberation after being considered and approved by the Board if they fall under any of the following circumstances:</u></p> <p>(i) <u>the amount of a single financial assistance exceeds 10% of the latest audited net assets of the Company;</u></p> <p>(ii) <u>the latest financial statements of the recipient of financial assistance show that the gearing ratio exceeds 70%;</u></p> <p>(iii) <u>the total amount of financial assistance in the last 12 months exceeds 10% of the Company’s latest audited net assets;</u></p> <p>(iv) <u>other circumstances prescribed by the stock exchange or the Articles of Association.</u></p> <p><u>In the event that the recipient of financial assistance is a majority-owned subsidiary within the scope of the Company’s consolidated statements, and the other shareholders of the majority-owned subsidiary do not include the Company’s controlling shareholder, actual controller and its affiliates, the provisions of the preceding two paragraphs may be exempted.</u></p>	Rule 6.1.9 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023)

Original article	Proposed to be amended to	Basis
<p>Article 8 The Company shall hold an extraordinary general meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(i) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles;</p> <p>(ii) the uncovered losses are in excess of one third of the Company's total amount of paid-up share capital;</p> <p>(iii) shareholders individually or collectively holding more than 10% of the Company's shares request in writing;</p> <p>(iv) the Board or more than <u>one third</u> of the Directors considers it necessary;</p> <p>(v) the Supervisory Committee proposes to convene such meeting;</p> <p>(vi) such other circumstances as required by laws, administrative regulations, departmental rules or the Articles.</p> <p>The number of shares aforementioned in Item (iii) shall be calculated as at the date when such shareholder(s) request in writing.</p>	<p>Article 9 The Company shall hold an extraordinary general meeting of shareholders within two months upon the occurrence of one of the following circumstances:</p> <p>(i) the number of Directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles;</p> <p>(ii) the uncovered losses are in excess of one third of the Company's total amount of paid-up share capital;</p> <p>(iii) shareholders individually or collectively holding more than 10% of the Company's shares request in writing;</p> <p>(iv) the Board or more than <u>one-third</u> of the Directors considers it necessary;</p> <p>(v) the Supervisory Committee proposes to convene such meeting;</p> <p>(vi) such other circumstances as required by laws, administrative regulations, departmental rules or the Articles.</p> <p>The number of shares aforementioned in Item (iii) shall be calculated as at the date when such shareholder(s) request in writing.</p>	<p>Adjusting the format</p>

Original article	Proposed to be amended to	Basis
CHAPTER 3 THE CONVENING OF SHAREHOLDERS' GENERAL MEETING		
<p>Article 14 Where the Supervisory Committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board, and file the same with the stock exchange for record.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the shareholders' general meeting, and shall undertake that its shareholding will be no less than 10% during the period from the date of the proposal to convene the general meeting to the date of the general meeting.</p> <p>The Supervisory Committee <i>and</i> the convening shareholders shall submit relevant evidence to the stock exchange upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.</p>	<p>Article 15 Where the Supervisory Committee or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board, and file the same with the stock exchange for record.</p> <p>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the shareholders' general meeting, and shall undertake that its shareholding will be no less than 10% during the period from the date of the proposal to convene the general meeting to the date of the general meeting.</p> <p>The Supervisory Committee <i>or</i> the convening shareholders shall submit relevant evidence to the stock exchange upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.</p>	Article 10 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision)
CHAPTER 4 MOTIONS AND NOTICES OF SHAREHOLDERS' GENERAL MEETING		
<p>Article 19 A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders, specifying the time and place of and the matters to be considered at the meeting, <u>20 business days</u> before the annual shareholders' general meeting, and <u>10 business days or 15 days (whichever is longer)</u> before the extraordinary shareholders' general meeting. Where the laws, regulations and the relevant regulatory authorities and stock exchanges in the place where the Company's Shares are listed have other provisions, such provisions shall prevail.</p>	<p>Article 20 A written notice of a shareholders' general meeting convened by the Company shall be given to all shareholders, specifying the time and place of and the matters to be considered at the meeting, <u>20 days</u> before the annual shareholders' general meeting, and <u>15 days</u> before the extraordinary shareholders' general meeting. Where the laws, regulations and the relevant regulatory authorities and stock exchanges in the place where the Company's Shares are listed have other provisions, such provisions shall prevail.</p>	Article 15 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision); the Consultation Conclusions on Listing Regime for Overseas Issuers (November 2021)

Original article	Proposed to be amended to	Basis
<p>Article 20 The notice of the shareholders' general meeting shall be made in writing and include the following contents:</p> <p>(i) the date and location of the meeting and its duration.</p> <p>(ii) the matters and motions for consideration and examination at the meeting. The notice of the shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions. For those items proposed for discussion requiring the opinions of Independent Directors, the notice of the shareholders' general meeting or the supplementary notice shall disclose both the opinions and the reasons of Independent Directors.</p> <p>(iii) to provide the shareholders with such information and explanation which are necessary for the shareholders to make an informed decision on the proposals put before them. This principle shall include (but not limited to), where a proposal is made by the Company for merger, repurchase of shares, restructure of share capital, or reorganisation of the Company in any other way, the specific terms of the proposed conditions and contract, if any, and its cause and effect shall be conscientiously explained.</p>	<p>Article 21 The notice of the shareholders' general meeting shall be made in writing and include the following contents:</p> <p>(i) the date and location, <u>methods and convener</u> of the meeting and its duration.</p> <p>(ii) the matters and motions for consideration and examination at the meeting. The notice of the shareholders' general meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions. For those items proposed for discussion requiring the opinions of Independent Directors, the notice of the shareholders' general meeting or the supplementary notice shall disclose both the opinions and the reasons of Independent Directors.</p> <p>(iii) to provide the shareholders with such information and explanation which are necessary for the shareholders to make an informed decision on the proposals put before them. This principle shall include (but not limited to), where a proposal is made by the Company for merger, repurchase of shares, restructure of share capital, or reorganisation of the Company in any other way, the specific terms of the proposed conditions and contract, if any, and its cause and effect shall be conscientiously explained.</p>	<p>Rule 4.2.3 of the Listing Rules of Shares on the Shanghai Stock Exchange (Amended in August 2023); Article 2.1.3 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>

Original article	Proposed to be amended to	Basis
(iv) to contain a disclosure of the nature and extent, if any, of the material interests if any Director, Supervisor, general manager and other senior management members are materially interested in the matters for discussion. If the effects of the matters for discussion on them in their respective capacity as shareholders are different from the effects on the effects of other shareholders of the same class, the difference shall be set out.	(iv) to contain a disclosure of the nature and extent, if any, of the material interests if any Director, Supervisor, general manager and other senior management members are materially interested in the matters for discussion. If the effects of the matters for discussion on them in their respective capacity as shareholders are different from the effects on the effects of other shareholders of the same class, the difference shall be set out.	
(v) to contain the full text of any special resolution intended to be proposed at the meeting.	(v) to contain the full text of any special resolution intended to be proposed at the meeting.	
(vi) to specify the date and location for serving the proxy forms for the meeting.	(vi) to specify the date and location for serving the proxy forms for the meeting.	
(vii) to contain a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting and vote, and the shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder of the Company.	(vii) to contain a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting and vote, and the shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and that a proxy need not be a shareholder of the Company.	
(viii) to specify the record date of equity of shareholders entitled to attend the shareholders' general meeting.	(viii) to specify the record date of equity of shareholders entitled to attend the shareholders' general meeting.	
(ix) to specify the name and telephone number of the standing contact person of the Meeting.	(ix) to specify the name and telephone number of the standing contact person of the Meeting.	
(x) to specify expressly in the notice of the shareholders' general meeting the time of online voting and the voting procedure or by other means by the Company.	(x) to specify expressly in the notice of the shareholders' general meeting the time of online voting and the voting procedure or by other means by the Company.	

Original article	Proposed to be amended to	Basis
<p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p> <p>The time to start voting at a shareholder's general meeting held over network or by other means shall not be earlier than 3:00 PM of the day preceding the date of the onsite shareholders' general meeting or later than 9:30 AM of the date of the onsite shareholders' general meeting, and shall not conclude earlier than 3:00 PM of the date of the onsite shareholders' general meeting.</p>	<p>The interval between the shareholding record date of a shareholders' general meeting and the date of the meeting shall not exceed 7 working days. Once the shareholding record date is confirmed, it shall not be altered.</p> <p><u>Among the motions to be voted on at the shareholders' general meeting, if a motion taking effect is conditional upon other motions becoming effective, the convener shall explicitly disclose the relevant preconditions in the notice of the shareholders' general meeting and shall give special reminders that the approval of such motion is the precondition to the voting results of subsequent motions taking effect.</u></p> <p>The time to start voting at a shareholder's general meeting held over network or by other means shall not be earlier than 3:00 PM of the day preceding the date of the onsite shareholders' general meeting or later than 9:30 AM of the date of the onsite shareholders' general meeting, and shall not conclude earlier than 3:00 PM of the date of the onsite shareholders' general meeting.</p>	

Original article	Proposed to be amended to	Basis
CHAPTER 5 THE HOLDING OF SHAREHOLDERS' GENERAL MEETINGS		
<p>Article 28 <i>All</i> shareholders in the shareholders' register on the equity registration date or proxies thereof shall be entitled to attend the shareholders' general meetings, and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.</p> <p>The shareholders may attend the shareholders' general meetings and exercise voting rights either in person or by proxy.</p> <p>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <p>(i) the right which the shareholder has to speak at the meeting;</p> <p>(ii) the right to demand a poll alone or jointly with others;</p> <p>(iii) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</p>	<p>Article 29 All shareholders in the shareholders' register on the equity registration date or proxies thereof <u>with voting rights</u> shall be entitled to attend the shareholders' general meetings, and exercise voting rights pursuant to relevant laws, regulations, <u>the listing rules of the places where the Company's shares are listed</u> and the Articles of Association.</p> <p>The shareholders may attend the shareholders' general meetings and exercise voting rights either in person or by proxy.</p> <p>Any shareholder entitled to attend and vote at a shareholders' general meeting shall have the right to appoint one or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy(ies) so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:</p> <p>(i) the right which the shareholder has to speak at the meeting;</p> <p>(ii) the right to demand a poll alone or jointly with others;</p> <p>(iii) the right to exercise voting rights on a show of hands or on a poll, provided that where more than one proxy is appointed, the proxies may only exercise such voting rights on a poll.</p>	<p>Article 60 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision); Article 23 of the Rules of Procedure for Shareholders' General Meetings of Listed Companies (2022 Revision); rewording based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
<p>Article 41 Directors, Supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders, specially:</p> <p>(i) shareholders may put forward inquiries on agenda and topic thereof;</p> <p>(ii) the presider of the shareholders' general meeting shall give an answer or designate a relevant person in charge to give an answer to the shareholders' inquiries, with the answer to be completed within two minutes;</p> <p>(iii) the presider of the meeting may require the inquirer to shorten the time spent on making the repeated inquiries; and</p> <p>(iv) the presider may in any of in the following circumstances refuse to give an answer but shall provide reasons:</p> <p>(1) the inquiries have nothing to do with the topic of the meeting;</p> <p>(2) matters inquired about are subject to investigation; or</p> <p>(3) the answers to the inquiries may involve commercial secrets of the Company or obviously harm the common interests of the Company or the shareholders.</p>	<p>Article 42 Directors, Supervisors and senior management members shall make response to and give explanation of the inquiries and suggestions made by shareholders, <u>subject to the disclosure principles of fairness</u>, specially:</p> <p>(i) shareholders may put forward inquiries on agenda and topic thereof;</p> <p>(ii) the presider of the shareholders' general meeting shall give an answer or designate a relevant person in charge to give an answer to the shareholders' inquiries, with the answer to be completed within two minutes;</p> <p>(iii) the presider of the meeting may require the inquirer to shorten the time spent on making the repeated inquiries; and</p> <p>(iv) the presider may in any of in the following circumstances refuse to give an answer but shall provide reasons:</p> <p>(1) the inquiries have nothing to do with the topic of the meeting;</p> <p>(2) matters inquired about are subject to investigation; or</p> <p>(3) the answers to the inquiries may involve commercial secrets of the Company or obviously harm the common interests of the Company or the shareholders.</p>	<p>Article 2.1.9 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 48 The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>(i) the increment or reduction of the Company's registered capital and the issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(ii) the issue of corporate bonds;</p> <p>(iii) any spin-off, division, merger, dissolution or liquidation;</p> <p>(iv) the amendments to the Articles of Association;</p> <p>(v) purchase or disposal of material assets or provision of security by the Company within 1 year which involves an amount exceeding 15% of the Company's latest audited total assets;</p> <p>(vi) <u>repurchase of the Company's shares under items (I) and (II) of Article 28 of the Articles of Association;</u></p> <p>(vii) implementation of the Scheme for long-term incentives mechanism such as equity incentive scheme and employee shareholding plan;</p> <p>(viii) such other matters as may be required by laws, administrative regulations or the Articles of Association or which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effects on the Company and require approval by special resolutions.</p>	<p>Article 49 The following matters shall be approved by special resolutions of a shareholders' general meeting:</p> <p>(i) the increment or reduction of the Company's registered capital and the issue of any class of shares, warrants and other similar securities of the Company;</p> <p>(ii) the issue of corporate bonds;</p> <p>(iii) any spin-off, division, merger, dissolution or liquidation;</p> <p>(iv) the amendments to the Articles of Association;</p> <p>(v) purchase or disposal of material <u>assets</u> or provision of security by the Company within 1 year which involves an amount exceeding 15% of the Company's latest audited total assets;</p> <p>(vi) implementation of the Scheme for long-term incentives mechanism such as equity incentive scheme and employee shareholding plan;</p> <p>(vii) such other matters as may be required by laws, administrative regulations or the Articles of Association or which, pursuant to ordinary resolutions passed at the shareholders' general meeting, are considered to have material effects on the Company and require approval by special resolutions.</p>	<p>Article 121 of the Company Law of the People's Republic of China (2018 Revision); deleting the redundant content; and amending based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
CHAPTER 6 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETING		
Article 67 Where a shareholders' general meeting has passed the resolutions for electing Directors and Supervisors, the newly elected Directors and Supervisors shall fill their positions <u>immediately after the announcement of the result of the voting</u> , except otherwise specified in the resolution of the shareholders' general meeting.	Article 68 Where a shareholders' general meeting has passed the resolutions for electing Directors and Supervisors, the newly elected Directors and Supervisors shall fill their positions <u>from the date of approval at the shareholders' general meeting</u> , except otherwise specified in the resolution of the shareholders' general meeting.	Article 93 of the Guidelines for the Articles of Association of Listed Companies (2022 Revision) and amending based on actual conditions of the Company

The article numbers of the Articles of Association and the article numbers quoted in the text shall be amended accordingly.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR BOARD MEETINGS OF HAITONG SECURITIES CO., LTD.

Original article	Proposed to be amended to	Basis
<p>Article 1 Objectives</p> <p>To regulate the operational and decision making procedures of the Board of Directors (the “Board”) of Haitong Securities Co., Ltd. (the “Company”), to make the Directors and the Board effectively perform their duties, and to ensure the standard operation and scientific decision-making of the Board, Rules of Procedure of Board Meetings of Haitong Securities Co., Ltd. (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of People’s Republic of China (the “Securities Law”), the Regulations on the Supervision and Administration of Securities Companies, the Rules for Governance of Securities Companies, the Stock Listing Rules of Shanghai Stock Exchange, the Letter of Opinion on the Supplements and Amendments to the Articles of Association of the Companies Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Articles of Association and other relevant provisions, and with reference to <u>the Model Rules of Procedure for the Board of Directors of Listed Companies in Shanghai Stock Exchange</u>.</p>	<p>Article 1 Objectives</p> <p>To regulate the operational and decision making procedures of the Board of Directors (the “Board”) of Haitong Securities Co., Ltd. (the “Company”), to make the Directors and the Board effectively perform their duties, and to ensure the standard operation and scientific decision-making of the Board, Rules of Procedure of Board Meetings of Haitong Securities Co., Ltd. (the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (<u>hereinafter referred to as</u> the “Company Law”), the Securities Law of People’s Republic of China (<u>hereinafter referred to as</u> the “Securities Law”), the Regulations on the Supervision and Administration of Securities Companies, the Rules for Governance of Securities Companies, the Stock Listing Rules of Shanghai Stock Exchange, the Letter of Opinion on the Supplements and Amendments to the Articles of Association of the Companies Listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Articles of Association and other relevant provisions, and with reference to <u>the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation</u>.</p>	<p>The Model Rules of Procedure for the Board of Directors of Listed Companies in Shanghai Stock Exchange shall be repealed after the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation came into effect</p>

Original article	Proposed to be amended to	Basis
<p>Article 2 Duties of the Board</p> <p>The Board exercises the following powers:</p> <p>(i) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(ii) to implement the resolutions of shareholders' general meetings;</p> <p>(iii) to decide on the Company's business plans and investment plans;</p> <p>(iv) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(v) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(vi) to formulate the proposal for increase or decrease of the registered capital of the Company, issue and listing of bonds or other securities of the Company;</p> <p>(vii) to formulate plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company under circumstances as prescribed under items (I) and (II) of <u>Article 28</u> of the Articles of Association;</p> <p>(viii) to resolve on the repurchase of the Company's shares under circumstances as prescribed under items (III), (V) and (VI) of <u>Article 28</u> of the Articles of Association;</p>	<p>Article 2 Duties of the Board</p> <p>The Board exercises the following powers:</p> <p>(i) to convene shareholders' general meetings and report its work to the shareholders' general meeting;</p> <p>(ii) to implement the resolutions of shareholders' general meetings;</p> <p>(iii) to decide on the Company's business plans and investment plans;</p> <p>(iv) to formulate the Company's plans on annual financial budgets and final accounts;</p> <p>(v) to formulate the Company's profit distribution plans and plans on making up losses;</p> <p>(vi) to formulate the proposal for increase or decrease of the registered capital of the Company, issue and listing of bonds or other securities of the Company;</p> <p>(vii) to formulate plans for substantial acquisition, repurchase of shares of the Company or merger, division, dissolution and alteration of corporate form of the Company under circumstances as prescribed under items (I) and (II) of <u>Article 29</u> of the Articles of Association;</p> <p>(viii) to resolve on the repurchase of the Company's shares under circumstances as prescribed under items (III), (V) and (VI) of <u>Article 29</u> of the Articles of Association;</p>	<p>Amending based on actual conditions of the Company</p>

Original article	Proposed to be amended to	Basis
(ix) to determine external investments, acquisition and disposal of assets, assets pledge, external guarantees matters and connected transactions and external donations of the Company within the authorisation of the shareholders' general meeting;	(ix) to determine external investments, acquisition and disposal of assets, assets pledge, external guarantees matters and connected transactions and external donations of the Company within the authorisation of the shareholders' general meeting;	
(x) to formulate the implementation plan of the long-term incentives program for the management and employees including equity incentive scheme and employee shareholding plan, etc.;	(x) to formulate the implementation plan of the long-term incentives program for the management and employees including equity incentive scheme and employee shareholding plan, etc.;	
(xi) to determine the establishment of the Company's internal management structure;	(xi) to determine the establishment of the Company's internal management structure;	
(xii) to decide to appoint or dismiss general manager, the secretary to the Board, General Compliance Officer and, based on the nomination by the general manager, to decide to appoint or dismiss senior management members including deputy general manager, <u>assistant to general manager</u> , chief financial officer, chief information officer, and chief risk officer of the Company and to determine their remunerations, incentives and punishments;	(xii) to decide to appoint or dismiss general manager, the secretary to the Board, General Compliance Officer and, based on the nomination by the general manager, to decide to appoint or dismiss senior management members including deputy general manager, chief financial officer, chief information officer, and chief risk office, <u>business director and general auditor</u> of the Company and to determine their remunerations, incentives and punishments;	
(xiii) to formulate the basic management system of the Company; and based on the approved business scopes and the Company's own business managing characteristics to establish a clear and effective internal control mechanism, so as to formulate a comprehensive and practicable internal control system;	(xiii) to formulate the basic management system of the Company; and based on the approved business scopes and the Company's own business managing characteristics to establish a clear and effective internal control mechanism, so as to formulate a comprehensive and practicable internal control system;	
(xiv) to formulate proposals for amendment to the Articles of Association;	(xiv) to formulate proposals for amendment to the Articles of Association;	

Original article	Proposed to be amended to	Basis
(xv) to manage information disclosure of the Company;	(xv) to manage information disclosure of the Company;	
(xvi) to propose at the shareholders' general meetings for the appointment or change of accountants' firm conducting auditing for the Company;	(xvi) to propose at the shareholders' general meetings for the appointment or change of accountants' firm conducting auditing for the Company;	
(xvii) to hear the work report and inspect the work of the general manager;	(xvii) to hear the work report and inspect the work of the general manager;	
(xviii) to determine the compliance management objectives of the Company, and assume responsibility for the effectiveness of compliance management, including but not limited to, to consider and approve the fundamental system of compliance management and the annual compliance reports, to evaluate the effectiveness of compliance management, and to supervise the resolution of problems existing in compliance management;	(xviii) to determine the compliance management objectives of the Company, and assume responsibility for the effectiveness of compliance management, including but not limited to, to consider and approve the fundamental system of compliance management and the annual compliance reports, to evaluate the effectiveness of compliance management, and to supervise the resolution of problems existing in compliance management;	
(xix) to determine the goal of business integrity management of the Company and undertake the responsibility for the effectiveness of business integrity management;	(xix) to determine the goal of business integrity management of the Company and undertake the responsibility for the effectiveness of business integrity management;	
(xx) to undertake the ultimate responsibility of comprehensive risk management;	(xx) to undertake the ultimate responsibility of comprehensive risk management;	
(xxi) to promote the legal construction of the Company, improve the level of legal corporate governance of the Company, and authorize the compliance and risk management committee to perform specific duties in relation to the promotion of legal construction;	(xxi) to promote the legal construction of the Company, improve the level of legal corporate governance of the Company, and authorize the compliance and risk management committee to perform specific duties in relation to the promotion of legal construction;	
(xxii) to exercise any other powers specified in relevant laws, administrative regulations, departmental rules and conferred by the Articles of Association.	(xxii) to exercise any other powers specified in relevant laws, administrative regulations, departmental rules and conferred by the Articles of Association.	

Original article	Proposed to be amended to	Basis
<p>The Board resolutions related to the increase or decrease of registered capital, bonds issue, merger, spin-off, dissolution and amendment to the Articles of Association, shall be passed by more than two-thirds of the Directors.</p> <p>When the Board is not in session, the Chairman of the Board shall supervise and examine the execution of resolutions of the Board, and listen to the report of the general manager on the execution of the resolutions of the Board.</p>	<p>The Board resolutions related to the increase or decrease of registered capital, bonds issue, merger, spin-off, dissolution and amendment to the Articles of Association, shall be passed by more than two-thirds of the Directors.</p> <p>When the Board is not in session, the Chairman of the Board shall supervise and examine the execution of resolutions of the Board, and listen to the report of the general manager on the execution of the resolutions of the Board.</p>	

Original article	Proposed to be amended to	Basis
<p>Article 15 Attendance in person or by proxy</p> <p>In principle, the Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he shall peruse the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his behalf. The Independent Director shall not entrust any non-independent Director to <u>vote</u> on his/her behalf.</p> <p>The power of attorney shall specify:</p> <p>(i) the names and ID No. of the principal and proxy;</p> <p>(ii) reasons for the principal's failure to attend the meeting;</p> <p>(iii) outline opinions of the principal on respective proposals;</p> <p>(iv) the principal's range of authorization and instructions about voting intent in relation to respective proposals; and</p> <p>(v) signature of the principal and proxy, date, etc.</p> <p>The proxy Director shall present the written power of attorney to the Chairman of the meeting, and explain proxy attendance in the attendance book.</p>	<p>Article 15 Attendance in person or by proxy</p> <p>In principle, the Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he shall peruse the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his behalf. The Independent Director shall not entrust any non-independent Director to <u>attend</u> on his/her behalf.</p> <p>The power of attorney shall specify:</p> <p>(i) the names and ID No. of the principal and proxy;</p> <p>(ii) reasons for the principal's failure to attend the meeting;</p> <p>(iii) outline opinions of the principal on respective proposals;</p> <p>(iv) the principal's range of authorization and instructions about voting intent in relation to respective proposals; and</p> <p>(v) signature of the principal and proxy, date, etc.</p> <p>The proxy Director shall present the written power of attorney to the Chairman of the meeting, and explain proxy attendance in the attendance book.</p>	<p>Article 3.3.2 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>

Original article	Proposed to be amended to	Basis
<p>Article 16 Restriction on proxy attendance</p> <p>Proxy attendance at Board meetings shall follow the principles below:</p> <p>(i) Where connected transactions are considered, a non-connected Director shall not appoint a connected Director to attend the meeting on his behalf, and a connected Director shall also not accept the appointment of a non-connected Director.</p> <p>(ii) An independent Director shall not appoint a non-independent Director to attend the meeting on his behalf, and a non-independent Director shall also not accept the appointment of an independent Director.</p> <p>(iii) A Director shall not give any other Director carte blanche to attend the meeting and vote on his behalf without providing his own opinions and voting intent on the proposals, and the relevant Director shall also not accept the carte blanche or any appointment not well defined.</p> <p>(iv) One Director shall not accept appointment by more than two Directors, and a Director shall also not appoint any other Director who has been appointed by two other Directors to attend the meeting and vote on his behalf.</p>	<p>Article 16 Restriction on proxy attendance</p> <p>Proxy attendance at Board meetings shall follow the principles below:</p> <p>(i) Where connected transactions are considered, a non-connected Director shall not appoint a connected Director to attend the meeting on his behalf, and a connected Director shall also not accept the appointment of a non-connected Director.</p> <p>(ii) An independent Director shall not appoint a non-independent Director to attend the meeting on his behalf, and a non-independent Director shall also not accept the appointment of an independent Director.</p> <p>(iii) A Director shall not give any other Director carte blanche to attend the meeting and vote on his behalf without providing his own opinions and voting intent on the proposals, and the relevant Director shall also not accept the carte blanche or any appointment not well defined.</p> <p>(iv) One Director shall not accept appointment by more than two Directors <i>to attend the same board meeting</i>, and a Director shall also not appoint any other Director who has been appointed by two other Directors to attend the meeting and vote on his behalf.</p>	<p>Article 3.3.2 of the Guidelines No. 1 of the Shanghai Stock Exchange on the Self-Regulation Rules for Listed Companies – Standardized Operation (August 2023 Revision)</p>

The article numbers of the Articles of Association and the article numbers quoted in the text shall be amended accordingly.

COMPARISON CHART OF AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE SUPERVISORY COMMITTEE OF HAITONG SECURITIES CO., LTD.

Original article	Proposed to be amended to	Basis
CHAPTER ONE GENERAL PROVISIONS		
Article 2 Duties of the Supervisory Committee	Article 2 Duties of the Supervisory Committee	
(i) to review the Company's securities issuance documents and periodical reports prepared by the Board of Directors (the "Board") and to express its comments in writing. Supervisors shall sign the written Confirmation opinion;	(i) to review the Company's securities issuance documents and periodical reports prepared by the Board of Directors (the "Board") and to express its comments in writing. Supervisors shall sign the written Confirmation opinion;	
(ii) to inspect the Company's financial position. Chief Financial Officer of the Company shall regularly and truthfully report the analysis on financial statements to the Supervisory Committee;	(ii) to inspect the Company's financial position. Chief Financial Officer of the Company shall regularly and truthfully report the analysis on financial statements to the Supervisory Committee;	
(iii) to supervise the establishment and implementation of internal control by the Board;	(iii) to supervise the establishment and implementation of internal control by the Board;	
(iv) to conduct supervision on comprehensive risk management of the Company and monitor the diligent performance of the Board and senior management in risk management and recommend their rectification;	(iv) to conduct supervision on comprehensive risk management of the Company and monitor the diligent performance of the Board and senior management in risk management and recommend their rectification;	
(v) to supervise the performance of compliance management and business integrity management duties performed by directors and senior management;	(v) to supervise the performance of compliance management and business integrity management duties performed by directors and senior management;	
		After the amendment of the Code of Corporate Governance for Securities Companies (Trial), the provisions on which Item (10) of Paragraph 1 of this Article is based become invalid, so it is deleted; the rest of the amendment is adjusted to be consistent with the representation in the Articles of Association

Original article	Proposed to be amended to	Basis
(vi) to supervise the behaviours of the Directors and senior management members in performing their duties, and to advise on dismissal of any Directors and senior management members who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings, and assume the primary or leadership responsibility for the occurrence of major compliance risks;	(vi) to supervise the behaviours of the Directors and senior management members in performing their duties, and to advise on dismissal of any Directors and senior management members who are in breach of laws, administrative regulations, the Articles of Association or resolutions of the shareholders' general meetings, and assume the primary or leadership responsibility for the occurrence of major compliance risks;	
(vii) to enquire on the conduct of Directors and senior management members;	(vii) to enquire on the conduct of Directors and senior management members;	
(viii) to demand the Directors and senior management members to rectify their errors if they have acted in a harmful manner to the Company's interest;	(viii) to demand the Directors and senior management members to rectify their errors if they have acted in a harmful manner to the Company's interest;	
(ix) to propose to convene an extraordinary shareholders' general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a shareholders' general meeting as required by the Company Law, to convene and preside over the shareholders' general meeting;	(ix) to propose to convene an extraordinary shareholders' general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a shareholders' general meeting as required by the Company Law, to convene and preside over the shareholders' general meeting;	
(x) <u>to engage an accountant firm meeting the requirements of the Securities Law to conduct the audits on retiring or resigning senior management members;</u>	(x) to propose motions in a shareholders' general meeting;	
(xi) to propose motions in a shareholders' general meeting;	(xi) to take legal actions against Directors and senior management members in accordance with the Company Law or the <u>Articles of Association</u> ;	
(xii) to take legal actions against Directors and senior management members in accordance with <u>Article 152</u> of the Company Law;	(xii) to conduct investigations whenever unusual conditions of operation, financial conditions and compliance of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations. Any reasonable costs arising therefore shall be borne by the Company;	

Original article	Proposed to be amended to	Basis
<p>(xiii) to conduct investigations whenever unusual conditions of operation, financial conditions and compliance of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations. Any reasonable costs arising therefore shall be borne by the Company;</p> <p>(xiv) to examine the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the shareholders' general meetings, and if there are any queries, to engage certified public accountants or practicing auditors in the name of the Company to assist in the examination; and</p> <p>(xv) to exercise other authorities as authorized by the Articles of Association or the shareholders' general meetings.</p> <p>The Supervisory Committee may require the Directors, personnel of manager level and other related personnel to attend meetings of the Supervisory Committee to answer any questions raised by the Supervisory Committee.</p> <p>When the Supervisory Committee investigate the conduct of Directors, personnel of manager level of the Company in the performance of their duties, it may understand the situation through the Directors, personnel of manager level and the other involved personnel of the Company, who should provide assistance.</p> <p>When the Supervisory Committee find any violations of laws, regulations or the Articles of Association by any Directors or senior management, it shall perform its supervisory duties, and report to the Board or general meetings or report directly to the CSRC and its local offices, stock exchanges or other departments.</p>	<p>(xiii) to examine the financial information such as the financial report, business report and plans for distribution of profits to be submitted by the Board to the shareholders' general meetings, <u>and if there are any queries or unusual conditions of operation, to engage certified public accountants or practicing auditors to assist in the review (if necessary); and</u></p> <p>(xiv) to exercise other authorities as authorized by the Articles of Association or the shareholders' general meetings.</p> <p>The Supervisory Committee may require the Directors, personnel of manager level and other related personnel to attend meetings of the Supervisory Committee to answer any questions raised by the Supervisory Committee.</p> <p>When the Supervisory Committee investigate the conduct of Directors, personnel of manager level of the Company in the performance of their duties, it may understand the situation through the Directors, personnel of manager level and the other involved personnel of the Company, who should provide assistance.</p> <p>When the Supervisory Committee find any violations of laws, regulations or the Articles of Association by any Directors or senior management, it shall perform its supervisory duties, and report to the Board or general meetings or report directly to the CSRC and its local offices, stock exchanges or other departments.</p>	

**TERMS OF REFERENCE OF THE INDEPENDENT DIRECTORS OF
HAITONG SECURITIES CO., LTD.**

Chapter I General Provisions

Article 1 To safeguard the regulated operation of the Company, further improve its corporate governance structure and protect the interests of the shareholders as a whole, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of People's Republic of China, the Code of Corporate Governance for Securities Companies, the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management and Practitioners of Securities and Fund Business Institutions and the Measures for the Administration of Independent Directors of Listed Companies and the Articles of Association.

Article 2 An independent Director represents a Director who does not hold any position other than a Director in the Company and has no direct or indirect interest in the Company, any of its substantial shareholders, or its actual controllers, or no other relationship that may obstruct him or her from making independent and objective judgments.

Article 3 An independent Director shall assume the duties of loyalty and care to the Company and the shareholders as a whole. An independent Director shall, in accordance with the provisions of relevant laws, administrative regulations, rules of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the business rules of stock exchanges, the Articles of Association and these Terms of Reference, conscientiously perform his or her duties, play the role of participating in decision-making, conducting supervision, ensuring checks and balances, and providing professional advice in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

An independent Director shall perform his or her duties independently and without being influenced by the Company, its substantial shareholders, actual controllers or any other entity or individual.

Article 4 Independent Directors of the Company shall account for no less than one-third of the members of the Board, and shall include at least one accounting professional.

Chapter II Qualifications of Independent Directors

Article 5 In addition to meeting the requirements for serving as a Director stipulated by laws and regulations and the Articles of Association, an independent Director must meet the following conditions:

- (i) He or she has the qualifications for serving as a director of a listed company in accordance with laws, administrative regulations, and other relevant provisions;

- (ii) He or she satisfies the independence requirements as prescribed in laws, administrative regulations and other relevant provisions;
- (iii) He or she has basic knowledge of the operation of a listed company and is familiar with the relevant laws, administrative regulations, rules and regulations;
- (iv) He or she has five or more years of work experience in law, accounting, economics, or other relevant fields required for performing the duties of an independent Director;
- (v) He or she has good personal integrity and has no major dishonest acts or other bad records; and
- (vi) He or she meets other conditions prescribed by laws, administrative regulations, rules of the CSRC, business rules of the Shanghai Stock Exchange, and the Articles of Association.

Article 6 An independent Director must be independent. None of the following persons may serve as an independent Director:

- (i) A person who holds a position in the Company or its affiliated enterprise, or his or her spouse, parents, children, or major social relations;
- (ii) A natural person shareholder who directly or indirectly holds 1% or more of the shares issued by the Company or who ranks among the top 10 shareholders of the Company, or his or her spouse, parents, or children;
- (iii) A person who holds a position in a shareholder entity that directly or indirectly holds 5% or more of the shares issued by the Company or that ranks among the top five shareholders of the Company, or his or her spouse, parents, or children;
- (iv) A person who holds a position in an affiliated enterprise of the controlling shareholder or actual controller of the Company, or his or her spouse, parents, or children;
- (v) A person who has significant business transactions with the Company or its controlling shareholder, actual controller, or any of their respective affiliated enterprises, or a person who holds a position in an entity that has significant business transactions with the Company or in the entity of the controlling shareholder or actual controller;

- (vi) A person who provides financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, actual controller, or any of their respective affiliated enterprises, including but not limited to all members of the project team, reviewers at all levels, persons who sign the reports, partners, Directors, officers, and the primary person in charge of an intermediary that provides services;
- (vii) A person who falls under any of the circumstances set forth in subparagraphs (i) through (vi) in the last 12 months;
- (viii) A person who holds a position in the Company or its related parties in the last three years;
- (ix) A person whose direct relatives and major social relations hold a position in the Company and its related parties;
- (x) A person who has interests with the senior management personnel, other Directors, Supervisors and other key personnel of the Company and its related parties;
- (xi) A person who holds a position in organizations which are in a business relationship or interest relationship with the Company;
- (xii) A person who holds a position other than independent Director in other securities and fund business institutions;
- (xiii) Any person who falls under other circumstances that may prejudice him/her from making independent and objective judgments; and
- (xiv) Any other person who does not work independently as prescribed by laws, administrative regulations, rules of the CSRC, business rules of stock exchanges, and the Articles of Association.

The affiliated enterprises of the controlling shareholders or actual controllers of the Company as mentioned in subparagraphs (iv) through (vi) of the preceding paragraph shall not include an enterprise controlled by the same state-owned assets management authority as the Company and not affiliated with the Company according to the relevant provisions.

Independent Directors shall conduct an annual self-examination of their independence and submit the self-examination result to the Board. The Board shall assess the independence of incumbent independent Directors each year and issue special opinions thereon, which shall be disclosed together with the annual report.

In principle, an independent Director may serve as an independent director in up to three domestic listed companies, and shall ensure that he or she has sufficient time and energy to effectively perform his or her duties as an independent director.

Any person may serve as an independent director in up to two institutions engaged in securities and funds operations. Where laws and regulations and the CSRC have other provisions, those provisions shall prevail.

Chapter III Election and Dismissal of Independent Directors

Article 7 The Board of Directors, the Supervisory Committee, and Shareholders who individually or collectively hold more than one percent of the Company's issued shares may propose candidates for independent Directors, who shall be elected and decided at the shareholders' general meeting.

Investor protection institutions established in accordance with the law may publicly request Shareholders to entrust them to exercise their right to nominate independent Directors on their behalf.

The nominator provided in the first paragraph of this article shall not nominate persons with whom he or she has interested or other close relationships that may affect the independent performance of duties as candidates for independent Directors.

Article 8 Before nominating a candidate for election as an independent Director, the nominator shall obtain the consent of the nominee and shall fully understand the nominee's profession, educational background, qualifications, detailed working experience and all other positions undertaken on a part-time basis, whether he or she has a major default record and other adverse records, and express opinions on the nominee's compliance with independence requirement and other requirements for serving as an independent Director. The nominee shall make a public statement that it meets independence requirement and other requirements for serving as an independent Director.

Article 9 The nomination, remuneration and assessment committee shall review the qualifications of the nominees and form clear review opinions thereon. Before the shareholders' general meeting to elect independent Directors, the Company shall disclose the relevant contents in accordance with the provisions of this Article and submit the relevant materials of all candidates for independent Director to the stock exchange, and the relevant submission materials shall be true, accurate and complete. If the stock exchange raises an objection thereto, the Company shall not submit it to the shareholders' general meeting for election.

Article 10 Where the shareholders' general meeting of the Company elects two or more independent Directors, the cumulative voting system shall be implemented. The votes of minority Shareholders shall be counted separately and disclosed.

Article 11 The term of office of each independent Director shall be three years, and upon expiration of the term of office, he or she may be re-elected for a second consecutive term, provided that the period of consecutive terms shall not exceed six years.

The Company shall file the relevant materials of the elected independent Directors with the securities regulatory authorities.

Article 12 Before the expiration of the term of office of an independent Director, the Company may terminate his or her duties through statutory procedures. In case of early dismissal, the Company shall promptly disclose the specific reasons and grounds. If the independent Directors have any objections thereto, the Company shall disclose them in a timely manner.

If an independent Director fails to comply with the provisions of Article 6 (i) or (ii) of these Terms of Reference, he or she shall immediately cease to perform his or her duties and resign from his or her office. If he or she fails to resign, the Board of Directors shall immediately remove him/her from his or her position in accordance with the provisions after it knows or should have known of the occurrence of such fact.

If an independent Director fails to attend two consecutive meetings of the Board of Directors in person and does not appoint another independent Director to attend the meetings on his or her behalf, the Board of Directors shall, within thirty days from the date of such fact, propose to convene a shareholders' general meeting to remove such independent Director from his or her position.

In the event that an independent Director resigns from or is dismissed from his or her duties as a result of the circumstances set forth in the preceding paragraph, resulting in the proportion of independent Directors on the Board of Directors or its special committees not complying with the provisions of the Articles of Association or these Terms of Reference, or a shortage of accounting professionals among the independent Directors, the Company shall complete the by-election of such independent Director within sixty days from the date of the occurrence of the foregoing facts.

Article 13 Independent Directors may submit their resignation before the expiration of their term of office. An independent Director shall submit a written report for resignation to the Board of Directors describing any circumstances related to his or her resignation or which he or she deems necessary to bring to the attention of the Company's Shareholders and creditors. The Company shall disclose the reasons and concerns of the resignation of independent Directors.

If the independent Directors on the Company's Board of Directors or its special committees fail to meet the proportion required by the Articles of Association or these Terms of Reference or if there is a lack of accounting professionals among the independent Directors, due to the resignation of independent Directors, the independent Directors who intend to resign shall perform their duties as independent Directors in accordance with laws, administrative regulations, departmental rules, the Articles of Association or these Terms of Reference until the re-elected independent Directors take office. The Board of Directors of the Company shall convene a shareholders' general meeting to elect independent Directors through by-election within sixty days from the date of resignation of independent Directors.

Article 14 If the Company dismisses an independent Director whose term of office has not expired, the independent Director himself or herself and the Company shall submit written explanations to the relevant local office of the CSRC and the shareholders' general meeting, respectively within 20 working days.

Chapter IV Rights and Obligations of Independent Directors

Article 15 In addition to those granted to Directors under the Company Law and other laws, administrative regulations and the Articles of Association, independent Directors shall also have the following powers and functions:

- (i) Independently engaging intermediaries to providing audit, consulting or inspection services for the Company in respect of specific matters;
- (ii) Proposing the convening of extraordinary shareholders' general meetings to the Board;
- (iii) Proposing the convening of meetings of the Board;
- (iv) Publicly soliciting proxies from shareholders according to law;
- (v) Expressing independent opinions on matters that may damage the rights and interests of the Company or its minority shareholders; and
- (vi) Exercising other powers and functions prescribed by laws, regulations, normative documents, requirements of the regulatory authorities and stock exchanges of the place where the securities of the Company are listed, the Articles of Association and these Terms of Reference.

The Company shall disclose the exercise of the powers and functions set forth in the first paragraph by any independent Director in a timely manner. If the above-mentioned powers and functions cannot be exercised normally, the Company shall disclose the relevant detailed inform and reasons.

Independent Directors shall submit a duty performance report to the shareholders' general meeting on an annual basis to explain their performance of duties, which shall be filed for future inspection. The annual duty performance report of independent Directors shall be disclosed no later than when the notice of the annual shareholders' general meeting of the Company is issued.

Independent Directors who fail to perform their duties shall bear corresponding responsibilities.

Article 16 Independent Directors shall perform the following duties:

- (i) Participating in the decision-making of the Board and express explicit opinions on the matters deliberated;
- (ii) Supervising potential material conflicts of interests between the Company and its controlling shareholders, actual controllers, Directors and senior management specified in Articles 23, 26, 27 and 28 of the Measures for the Administration of Independent Directors of Listed Companies, causing the decision-making of the Board to be in the overall interests of the Company and protecting the legitimate rights and interests of minority shareholders;
- (iii) Providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the Board; and
- (iv) Performing other duties prescribed by laws, administrative regulations, rules of the CSRC and the Articles of Association.

Article 17 The independent opinions issued by independent Directors on major matters shall at least include the following:

- (i) The basic information of the major matters;
- (ii) The basis for the opinions, including the procedures performed, the documents reviewed and the content of on-site inspections;
- (iii) The legality and compliance of the major matters;
- (iv) The impact on the rights and interests of the Company and its minority shareholders, the potential risks and the effectiveness of the measures taken by the Company; and
- (v) The conclusive opinions expressed. If an independent Director expresses a qualified opinion, adverse opinion or disclaimer of opinion on the major matters, such independent Director shall provide explicit basis and reasons for their opinions or disclaimer of opinion.

Independent Directors shall sign and confirm the independent opinions issued, and report such opinions to the Board in a timely manner, which shall be disclosed simultaneously with the relevant announcement of the Company.

Article 18 Where an independent Director votes against or abstains from voting on a proposal of the Board, such independent Director shall provide, among others, the specific reasons and basis, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and its minority shareholders. When the Company discloses the resolution of the Board, it shall also disclose the dissenting opinions of independent Directors simultaneously and include such opinions in the resolution of the Board and the minutes of the meeting.

Article 19 Independent Directors shall pay continuous attention to the implementation of resolutions of the Board in relation to the matters set forth in Articles 23, 26, 27 and 28 of the Measures for the Administration of Independent Directors of Listed Companies, and if they are aware of any violation of laws, administrative regulations, rules of the CSRC, business rules of stock exchanges or the Articles of Association, or any violation of the resolutions adopted at the shareholders' general meeting or the Board meeting, they shall report such violations to the Board in a timely manner and may require the Company to make a written explanation thereon. The Company shall promptly disclose any disclosable matters involved.

If the Company fails to make an explanation or a timely disclosure in accordance with the provisions of the preceding paragraph, the independent Directors may report it to the CSRC and the stock exchanges.

Article 20 The following matters shall be submitted to the Board for deliberation after the consent of a majority of all the independent Directors of the Company is obtained:

- (i) Disclosable related party transactions;
- (ii) Proposals for the Company and the relevant parties to modify or waive their undertakings;
- (iii) Decisions made and measures adopted by the board of directors of the acquiree regarding acquisition; and
- (iv) Other matters prescribed by laws, administrative regulations, rules of the CSRC and the Articles of Association.

Article 21 The Company shall regularly or irregularly hold meetings with independent Directors present only (hereinafter referred to as "Special Meeting of Independent Directors"). The matters set forth in subparagraphs (1) to (3) of paragraph 1 of Article 18 and Article 23 of the Measures for the Administration of Independent Directors of Listed Companies shall be subject to the deliberation of the Special Meeting of Independent Directors.

The Special Meeting of Independent Directors may study and discuss other matters of the Company if necessary.

The Special Meeting of Independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors. If the convener fails to or is unable to perform his or her duties, two or more independent Directors may convene a meeting by themselves and elect a representative to preside over the meeting.

The Company shall facilitate and support the convening of the Special Meeting of Independent Directors.

Article 22 Independent Directors in the special committees of the Board of the Company shall perform their duties in accordance with laws, administrative regulations, rules of the CSRC, business rules of stock exchanges and the Articles of Association. Independent Directors shall attend the meetings of the special committees in person. An independent Director who is unable to attend such a meeting in person shall review the meeting materials in advance, form explicit opinions, and appoint in writing another independent Director to attend the meeting on his or her behalf. If, in the course of performing his or her duties, an independent Director becomes aware of any material matter of the Company which falls within the scope of duties of a special committee, he or she may promptly request the special committee to conduct discussion and deliberation under the relevant procedures.

Article 23 Independent Directors shall work on-site at the Company for not less than 15 days each year.

Independent Directors shall continuously strengthen their study of securities laws, regulations and rules, and continuously improve the capabilities to perform their duties.

Article 24 The minutes of the meetings of the Board and its special committees and the Special Meeting of Independent Directors shall be prepared according to the relevant requirements, which shall include the opinions of independent Directors. Independent Directors shall sign and confirm the meeting minutes.

Independent Directors shall prepare work records and record the information on their performance of duties in detail. The information obtained in the process of independent Directors performing their duties, the relevant meeting minutes, and the communication records with the personnel of the Company and intermediaries, among others, shall constitute an integral part of the work records. Independent Directors may require the secretary to the Board and other relevant personnel to sign and confirm important information in work records, and the Company and relevant personnel shall provide necessary support.

The work records of independent Directors and the information provided by the Company to independent Directors shall be kept for at least ten years.

Article 25 The Company shall improve the mechanism for communication between independent Directors and minority shareholders. Independent Directors may verify the issues raised by investors with the Company in a timely manner.

Article 26 The Company shall provide its independent Directors with necessary working conditions and personnel support for their performance of duties, and designate dedicated departments and personnel such as the office of the Board and the secretary to the Board, to assist independent Directors in performing their duties:

- (i) The Company shall ensure that independent Directors enjoy the equal right to know as other Directors. The Company shall regularly report its operation to the independent Directors, provide them with relevant materials, and organize or support them in on-site investigations and other work. Before the deliberation of any

significant or complicated matter by the Board, the Company may organize the independent Directors to participate in the research and analysis of such matter, fully listen to the opinions of the independent Directors, and promptly report the adoption of their opinions to the independent Directors.

- (ii) For the purpose of convening a Board meeting, the Company shall send the meeting notice to the independent Directors in a timely manner, provide relevant meeting materials to them within the notice period prescribed by laws, administrative regulations, rules of the CSRC or the Articles of Association, and provide effective communication channels to the independent Directors. For the purpose of convening a meeting of a special committee of the Board, the Company shall, in principle, provide relevant materials and information no later than three days before the date fixed for holding such special committee meeting. The aforesaid meeting materials shall be kept by the Company for at least ten years. If two or more independent Directors consider that the meeting materials are incomplete, insufficiently supported by evidence, or not provided in a timely manner, they may submit to the Board a written request to postpone the meeting or the deliberation on such matter, approval for which shall not be withheld by the Board.
- (iii) When an independent Director of the Company exercises his or her powers and functions, the Directors, senior management, and other relevant personnel of the Company shall provide support for him or her, and may not deny or obstruct him or her from getting access to or withhold any relevant information, or interfere with his or her independent exercise of powers and functions. Where an independent Director is obstructed in his or her lawful exercise of powers and functions, such independent Director may explain the circumstance to the Board, require Directors, senior management, and other relevant personnel to cooperate, and record the specific circumstances of the obstruction and the resolution thereof in his or her work records. If the obstruction fails to be eliminated, he or she may report it to the CSRC and the stock exchanges.
- (iv) Where there is any disclosable information involved in the performance of duties by an independent Director, the Company shall make disclosure in a timely manner, failing which the independent Director may directly apply for the disclosure or report it to the CSRC and the stock exchanges.
- (v) The fees for engaging professional institutions by independent Directors and the expenses required for exercising other powers and functions of them shall be borne by the Company.
- (vi) The Company shall provide the independent Directors with appropriate allowances commensurate with their duties. A plan for the rates of allowances shall be prepared by the Board, deliberated and adopted at the shareholders' general meeting, and disclosed in the annual reports of the Company.

Except for the aforesaid allowances, an independent Director shall not receive any other benefits from the Company and its substantial shareholders, actual controllers, or any interested entities or persons.

Chapter V Supplementary Provisions

Article 27 Matters not covered by these Terms of Reference shall be dealt with in accordance with relevant laws, administrative regulations, normative documents and the Articles of Association; where these Terms of Reference are inconsistent with the applicable laws, administrative regulations and normative documents promulgated and implemented by the state, the relevant provisions of the state shall prevail.

Article 28 These Terms of Reference shall come into effect after being approved by the shareholders' general meeting, and the Board shall be responsible for their interpretation.

PROFILE OF THE DIRECTOR CANDIDATES

Mr. Zhou Jie (周杰), was born in 1967 and is a holder of master's degree in engineering. Mr. Zhou Jie has served as an executive Director since 23 September 2016, the Chairman of the Board since 28 October 2016, and the secretary of the CPC Committee of the Company since July 2016. Mr. Zhou Jie has concurrently served as the chairman of the Assets and Liabilities Allocation Committee of the Company. From February 1992 to June 1996, Mr. Zhou Jie worked at the investment banking department of Shanghai International Securities Co., Ltd. (上海萬國證券有限公司). From June 1996 to December 2001, Mr. Zhou Jie served successively as the manager of the investment department, a deputy general manager, and the chairman of the board of directors and the general manager of Shanghai SIIC Asset Operation Co., Ltd. (上海上實資產經營有限公司). From December 2001 to April 2003, he was the director and general manager of SIIC Medical Science and Technology (Group) Limited (上海實業醫藥科技(集團)有限公司). From January 2002 to July 2016, he acted successively as an executive director and vice chief executive officer, an executive director and the executive vice president, and the vice chairman of the board of directors and the chief executive officer of Shanghai Industrial Holdings Limited (上海實業控股有限公司, listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") under the stock code of 0363). From August 2004 to July 2016, he served successively as the chief planning officer, an executive director and a vice president, an executive director and the executive vice president, and the president and a deputy secretary of CPC Committee of SIIC Shanghai (Holding) Co., Ltd. (上海上實(集團)有限公司). From March 2010 to May 2012, he was the chairman of the supervisory committee of Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司, listed on the Shanghai Stock Exchange (the "**SSE**") under the stock code of 601607; listed on the Hong Kong Stock Exchange under the stock code of 02607), where he served as the chairman of the board of directors and the secretary of the CPC Committee from June 2012 to June 2013 and from May 2016 to July 2016. Mr. Zhou Jie has been a supervisor and the chairman of the remuneration committee of the SSE since 2016. He has been a deputy to the Shanghai Municipal People's Congress, a vice chairman of Shanghai Financial Association (上海金融業聯合會), and an arbitrator of Shanghai Arbitration Commission (上海仲裁委員會) since 2017, and a director and a vice chairman of the Securities Association of China (中國證券業協會) since 2021.

Mr. Li Jun (李軍), was born in 1969 and is a holder of master's degrees in business administration and public administration and management. Mr. Li Jun has served as a deputy secretary of CPC Committee of the Company since August 2021, an executive Director of the Company since 28 September 2021, and the general manager of the Company since 28 October 2021. Mr. Li Jun worked at the Shanghai Branch of China Pacific Insurance Co., Ltd. (中國太平洋保險公司) from July 1992 to February 2001, successively serving as a staff member, a deputy section chief and the section chief of the import division of the overseas business department, the section chief of the export division of the transportation insurance department, and the section chief of business division I of the import and export department. He worked at China Pacific Property Insurance Co., Ltd. (中國太平洋財產保險股份有限公司) from March 2001 to January 2003, and successively served as the section chief of the office secretary division, a deputy manager of the Pudong sub-branch responsible for daily operation, a deputy secretary and the secretary of the CPC Party branch. From January 2003 to May 2014, he worked at Shanghai Financial Services Office (上海市金融服務辦公室), and successively served as an officer and a principal staff member of the institution division, a deputy director

of the institution division II, the director of the financial institution division II, and the director of the local financial management division. From December 2013 to May 2014, he served as a deputy secretary-general of the Management Committee of China (Shanghai) Free Trade Zone (中國(上海)自由貿易試驗區管委會) (temporary position). From May 2014 to September 2014, he served as a deputy secretary-general of the Management Committee of China (Shanghai) Free Trade Zone. From September 2014 to November 2018, he served as a deputy director of the Shanghai Financial Services Office. From November 2018 to August 2021, he served as a deputy director of the Shanghai Municipal Financial Regulatory Bureau (上海市地方金融監督管理局) and a deputy director of the Shanghai Financial Affairs Bureau (上海市金融工作局). Mr. Li Jun has served as the member representative of council, the chairman of the Members' Self-Discipline and Management Committee (理事會會員自律管理委員會) and a member representative of ChiNext Market Stock Issuance Standardization Committee (創業板股票發行規範委員會) of the Shenzhen Stock Exchange (the "SZSE") since November 2021. Mr. Li Jun served as the chairman of the supervisory committee of the Listed Companies Association of Shanghai (上海上市公司協會) and the chairman of international cooperation committee of the Securities Association of China (中國證券業協會國際合作委員會) since January 2022. Mr. Li Jun has served as the chairman of the board of directors and a non-executive director of Haitong International Securities Group Limited (海通國際證券集團有限公司, listed on the Hong Kong Stock Exchange under the stock code of 0665), and the chairman of the board of directors of Haitong International Holdings Limited (海通國際控股有限公司) since October 2021.

Mr. Zhao Yonggang (趙永剛), was born in 1972 and is a holder of bachelor's degree in economics and an economist. Mr. Zhao Yonggang has served as a deputy secretary of the CPC Committee of the Company since May 2021, an employee representative Supervisor and the vice chairman of the Supervisory Committee of the Company since 11 June 2021. Mr. Zhao Yonggang worked in Shapingba Sub-branch of Chongqing Branch of China Pacific Insurance Company (中國太平洋保險公司) from July 1995 to March 2000, where he successively served as a salesman, a deputy manager of the business department and the manager of the business department. He worked in Chongqing Branch of China Pacific Life Insurance Co., Ltd. (中國太平洋人壽保險股份有限公司) from March 2000 to September 2001, where he successively served as the section chief, the person-in-charge of department and the deputy manager of the human resources department in charge of operation. He served as the deputy secretary of the Youth League Committee in charge of operation and the secretary of the Youth League Committee of China Pacific Life Insurance Co., Ltd. from September 2001 to February 2006. He served as a member of the CPC Committee and a deputy general manager of Guizhou Branch of China Pacific Life Insurance Co., Ltd. from February 2006 to March 2008. He served as the deputy head of the department of the Party and masses affairs, deputy director of the office of the CPC Committee, secretary of the Youth League Committee, general manager of the staff work department and director of the Party affair department of China Pacific Insurance (Group) Co., Ltd. (中國太平洋保險(集團)股份有限公司) from March 2008 to July 2011. From July 2011 to February 2018, he worked at China Pacific Life Insurance Co., Ltd, successively served as the director of the strategic transformation office, the secretary of the CPC Committee and the general manager of Heilongjiang Branch, the secretary of the CPC Committee of Henan Branch, the general manager of Henan Branch, member of the CPC Committee of headquarters, chairman of the trade union, the head of the organization department of the CPC Committee, the general manager of human resources department, the

human resources director, etc. From August 2016 to May 2021, he worked at China Pacific Insurance (Group) Co., Ltd, successively served as the chairman of the trade union, the head of the organization department of the CPC Committee and a vice president.

Mr. Tu Xuanxuan (屠旋旋), was born in 1973 and is a holder of bachelor's degree in economics and an economist. Mr. Tu Xuanxuan has been a non-executive Director since 18 June 2019. Mr. Tu Xuanxuan has served as the general manager of the capital operation department of Shanghai Guosheng (Group) Co., Ltd. (上海國盛(集團)有限公司) since March 2020. Mr. Tu Xuanxuan worked at Bank of China, Shanghai Branch from July 1993 to March 2001 and at Shanghai Office of China Orient Asset Management Corporation (中國東方資產管理公司) from March 2001 to October 2004. He was in charge of the work of the asset management department of Shanghai Dasheng Assets Co., Ltd. (上海大盛資產有限公司) from October 2004 to September 2009, and was a deputy director of the asset management center of Shanghai Guosheng (Group) Co., Ltd. from September 2009 to October 2012. Mr. Tu Xuanxuan served successively as an assistant to the president, a member of CPC Committee and a vice president of Shanghai Guosheng Group Assets Co., Ltd. (上海國盛集團資產有限公司) from June 2012 to January 2019 (during which he served as the deputy director (temporary position) of the intellectual property department of State-owned Assets Supervision and Administration Commission of Shanghai Municipal Government (上海市國資委) from July 2014 to July 2015), and a deputy general manager (responsible for daily operation) of the capital operation department of Shanghai Guosheng (Group) Co., Ltd. from January 2019 to March 2020. Mr. Tu Xuanxuan has been a director of Arcplus Group PLC (華東建築集團股份有限公司, listed on the SSE under the stock code of 600629) since September 2020, a director of Lingang Group (上海臨港經濟發展(集團)有限公司) since March 2021, a director of Shanghai Di'an Investment Management Co., Ltd. (上海砥安投資管理有限公司) since July 2021, a director of Shanghai Weian Investment Management Co., Ltd. (上海維安投資管理有限公司) since July 2021, the general manager, an executive director and the legal representative of Shanghai Sheng Rui Investment Co., Ltd. (上海盛睿投資有限公司) since December 2021, a director of Shanghai Tunnel Engineering Co., Ltd. (上海隧道工程股份有限公司, listed on the SSE under the stock code of 600820) since January 2022, and a director of Anxin Trust Co., Ltd. (安信信託股份有限公司, listed on the SSE under the stock code of 600816) since September 2022.

Mr. Shi Lei (石磊), was born in 1982 and is a holder of bachelor's degree and a senior accountant. Mr. Shi Lei has served as the director of the finance department of Shanghai Tobacco Group Co., Ltd. (上海煙草集團有限責任公司) since August 2022. Mr. Shi Lei served as an auditor of the audit office, assistant to the section chief, deputy section chief (in charge of the work) and assistant to the director of Shanghai Tobacco Group Co., Ltd. from July 2004 to April 2017; a deputy general manager of Shanghai Tobacco Group Jing'an Tobacco Sugar and Liquor Co., Ltd. (上海煙草集團靜安煙草糖酒有限公司) from April 2017 to April 2018; a deputy general manager of Shanghai Tobacco Group Huangpu Tobacco Sugar and Liquor Co., Ltd. (上海煙草集團黃浦煙草糖酒有限公司) from April 2018 to October 2019; and a deputy director of the finance department of Shanghai Tobacco Group Co., Ltd. from October 2019 to August 2022.

Ms. Xiao Hehua (肖荷花), was born in 1970 and is a holder of master's degree in engineering and an economist. Ms. Xiao Hehua has been a non-executive Director since 16 June 2023. Ms. Xiao Hehua has been the chief financial officer and director of the financial management center of Bright Food (Group) Co., Ltd. since June 2018. Ms. Xiao Hehua worked at Shanghai State-owned Assets Administration Office (上海市國有資產管理辦公室) from September 1996 to February 2004, successively served as the senior staff member, principal staff member and deputy director of the valuation department. She worked at Shanghai State-owned Assets Supervision and Administration Commission (上海市國有資產監督管理委員會) from February 2004 to July 2017, successively served as the deputy director and director of the valuation management division, and during which she concurrently served as the director of Shanghai Municipal Asset Valuation Centre (上海市資產評審中心) from September 2011 to August 2013. From July 2017 to June 2018, she served as the director of investment management of Shanghai United Assets and Equity Exchange Co., Ltd. (上海聯合產權交易所有限公司). Ms. Xiao Hehua has been a director of Shanghai Hongqiao International Commodity Import, Sales and Exhibition Co., Ltd. (上海虹橋國際進口商品展銷有限公司) since November 2022.

Mr. Xu Jianguo (許建國), was born in 1964 and is a holder of master's degree in professional accountancy and a senior accountant. Mr. Xu Jianguo has been a non-executive Director of the Company since 18 October 2016. Mr. Xu Jianguo has served as a director, a vice president, and the chief financial officer of Shanghai Electric Holding Group Co., Ltd. (上海電氣控股集團有限公司) since January 2022. Mr. Xu Jianguo worked at the finance department and the audit office of Shanghai Cable Works (上海電纜廠) from July 1984 to December 2001, the inspection office of Shanghai Electric (Group) Corporation from January 2002 to March 2004, and the assets and finance department of Shanghai Electric Assets Management Company Limited (上海電氣資產管理有限公司) from April 2004 to August 2008, respectively, during which he also served as the chief financial officer of Shanghai Li Da Heavy Industrial Manufacturing Limited (上海力達重工製造有限公司) from March 2006 to August 2008. From August 2008 to December 2009, Mr. Xu Jianguo was a deputy director of the assets and finance department of Shanghai Electric Assets Management Company Limited. He served as a deputy director and director of the financial budget department of Shanghai Electric (Group) Corporation from December 2009 to January 2022. Mr. Xu Jianguo served as the chairman of the supervisory committee of Shanghai Highly (Group) Co., Ltd. (上海海立(集團)股份有限公司, listed on the SSE under the stock code of 600619) from December 2017 to February 2023, a director of Tianjin Pipe Corporation from March 2020 to February 2023, and a director of Shanghai Electric Henglian Industry Development Co., Ltd. (上海電氣集團恒聯企業發展有限公司) from June 2020 to February 2023. Mr. Xu Jianguo has been a director of Shanghai Electric Group Finance Co., Ltd. (上海電氣集團財務有限責任公司) since April 2013, and a director of Shanghai Life Insurance Company Ltd. (上海人壽保險股份有限公司) since March 2015. Mr. Xu Jianguo has also served as a director of Shanghai Micro Electronics Equipment Co., Ltd. (上海微電子裝備股份有限公司) since June 2016, the chairman of the board of directors of Shanghai Electric Group Hong Kong Limited since September 2021, and the chairman of the board of directors of Shanghai Electric Hong Kong Co., Ltd. (上海電氣香港有限公司) since June 2022.

Mr. Zhou Yu (周宇), was born in 1959 and is a holder of doctor's degree in economics, a researcher, and a doctoral supervisor. He is an expert entitled to the special government allowances of the State Council and an executive director of China Association of World Economic Research (中國世界經濟學會). Mr. Zhou Yu has been an independent non-executive Director of the Company since 18 June 2019. He is currently a researcher of Shanghai Academy of Social Sciences (上海社會科學院). Mr. Zhou Yu served as a teacher of the Finance Department at Xinjiang University of Finance and Economics (新疆財經學院) from August 1982 to March 1992, during which he served as a visiting researcher at Osaka University of Commerce (大阪商業大學) in Japan from April 1990 to March 1992. He pursued a master's degree and a doctor's degree at the Department of Economics of Osaka City University (大阪市立大學) from April 1992 to March 2000. He served as a visiting researcher at the Graduate School of Economics of Osaka City University in Japan from April 2000 to November 2000, successively served in various positions at the Institute of World Economy of Shanghai Academy of Social Sciences including assistant researcher, associate researcher, and deputy director of the Finance Research Institution from December 2000 to October 2008, during which he served as a post-doctoral fellow of economic theory at Shanghai Academy of Social Sciences from January 2001 to December 2002. He served as the director of the International Finance Research Institution of the Institute of World Economy of Shanghai Academy of Social Sciences (上海社會科學院世界經濟研究所國際金融研究室) and the director of the International Finance Monetary Research Center of Shanghai Academy of Social Sciences (上海社會科學院國際金融貨幣研究中心) from October 2008 to December 2020.

Mr. Fan Renda (范仁達), was born in 1960 and is a holder of doctor's degree in economics. Mr. Fan Renda has been the chairman of the board of directors and managing director of AsiaLink Capital Limited (東源資本有限公司) since October 2003, an executive director of Tenfu (Cayman) Holdings Company Limited (listed on the Hong Kong Stock Exchange under the stock code of 6868) since May 2021 and a non-executive director of Hilong Holding Limited (listed on the Hong Kong Stock Exchange under the stock code of 1623) since July 2022. Mr. Fan Renda is also an independent non-executive director of Uni-President China Holdings Ltd. (stock code: 220), Shanghai Industrial Urban Development Group Limited (stock code: 563), CITIC Resources Holdings Limited (stock code: 1205), Technovator International Limited (stock code: 1206), China Dili Group (stock code: 1387), Neo-Neon Holdings Limited (stock code: 1868), Hong Kong Resources Holdings Company Limited (stock code: 2882) and China Development Bank International Investment Limited (stock code: 1062), the above-mentioned companies are listed on the Hong Kong Stock Exchange. Mr. Fan Renda is an independent non-executive director of Semiconductor Manufacturing International Corporation (listed on the SSE under the stock code of 688981 and listed on the Hong Kong Stock Exchange under the stock code of 981). Mr. Fan Renda is the chairman of the Asian Independent Non-Executive Directors Association (亞洲獨立非執行董事協會).

Mr. Mao Huigang (毛惠剛), was born in 1972 and is a holder of master's degree in laws. He worked at Shanghai Jin Mao Law Firm (上海市金茂律師事務所), where he has served as a lawyer, partner, managing partner and director since September 1994. Mr. Mao Huigang is also a member of the Standing Committee of the Third Session of National People's Congress of Huangpu District, Shanghai, an arbitrator of the Shanghai International Economic and Trade

Arbitration Commission, an arbitrator of the Shanghai Arbitration Commission, a councilor of the Shanghai Bar Association and a director of the Social Responsibility Promotion Committee and the Arbitration Practice Research Committee of the Shanghai Bar Association. Mr. Mao Huigang has served as an independent director of Shanghai Rural Commercial Bank Co., Ltd. (上海農村商業銀行股份有限公司, listed on the SSE under the stock code of 601828) from April 2017 till now and Bright Dairy & Food Co., Ltd. (光明乳業股份有限公司, listed on the SSE under the stock code of 600597) from December 2020 till now.

Mr. Mao Fugen (毛付根), was born in 1963 and is a holder of doctor's degree in economics and a professor of the School of Accounting of Xiamen University. Mr. Mao Fugen has successively served as the lecturer, deputy professor and professor of the School of Accounting of Xiamen University from January 1990 till now. Mr. Mao Fugen has served as an independent director of AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司, listed on the Hong Kong Stock Exchange under the stock code of 2357) from May 2021 till now, Zhonghong Pulin Medical Products Co., Ltd. (中紅普林醫療用品股份有限公司, listed on the SZSE under the stock code of 300981) from July 2021 till now, Huatai United Securities Co., Ltd. from October 2019 till now and Unicom Intelligent Network Technology Co., Ltd. (聯通智網科技股份有限公司) since April 2023.

PROFILE OF THE NON-EMPLOYEE
REPRESENTATIVE SUPERVISOR CANDIDATES

Mr. Tong Jianping (童建平), was born in 1962 and is a holder of bachelor's degree in law, and obtained his master's degree in political economy from the Central Party School of the Communist Party of China (中共中央黨校). He has served as the chairman of the Supervisory Committee of the Company since 7 September 2022. Mr. Tong Jianping worked in the People's Procuratorate of Shanghai Municipality (上海市人民檢察院) from July 1984 to June 2012, during which he successively served as a clerk and an assistant prosecutor when working in a branch of the People's Procuratorate of Shanghai Municipality from July 1984 to September 1988, and became a deputy-section-chief level officer since October 1987; he successively served as an officer and deputy head of the district county section when working in the Tax Office of Shanghai People's Procuratorate from September 1988 to July 1993, and became a section-chief level officer since March 1992; he successively served as an officer, a deputy head of the case handling team II, the section chief of the case handling section I and a deputy-division-director level procurator when working in the Division III of a branch of the People's Procuratorate of Shanghai Municipality from July 1993 to May 1995; from May 1995 to December 2009, Mr. Tong Jianping worked in the Second Branch of the People's Procuratorate of Shanghai Municipality, and successively served as a deputy director of the Corruption and Bribery Office, where he attended the 14th training course for section level officers in Party School of Politics and Law of Shanghai from October 1995 to November 1995, and became a division-director officer since June 2000, a deputy director of the political department, where he attended the 21st advanced course for senior specialists of Party School of Shanghai Committee of the CPC from May 2001 to June 2001, and the director of the Anti-Corruption and Bribery Bureau where he attended the 24th training course for young and middle-aged cadres of Party School of Shanghai Committee of the CPC from September 2002 to January 2003, became a member of the procuratorial committee since June 2003, served a temporary position in the politics and law committee of the Shanghai Municipal Committee of the CPC from September 2003 to December 2003 and took on-job postgraduate program of Party School of the Central Committee of the CPC from July 2004 to July 2007; and from December 2009 to June 2012, he worked in the First Branch of the People's Procuratorate of Shanghai Municipality where he served as the director of the political department (deputy bureau director level) from December 2009 to May 2012, and was a member of the Leading Party Members Group from February 2010 to June 2012. Mr. Tong Jianping served a temporary position as a deputy secretary of the discipline inspection committee and head of the supervision and audit department of the Bureau of Shanghai World Expo Coordination (上海世博局) from August 2008 to June 2011, a standing member of the Shanghai Municipal Commission for Discipline Inspection of the CPC (中共上海市紀律檢查委員會) from May 2012 to May 2017, a deputy secretary of the Shanghai Municipal Commission for Discipline Inspection of the CPC from May 2017 to June 2022, and a vice chairman of the Shanghai Municipal Supervisory Committee (上海市監察委員會) from January 2018 to July 2022. Mr. Tong Jianping served as a member of the 10th and 11th Shanghai Municipal Committee for Discipline Inspection of the CPC. From December 2021 to December 2022, Mr. Tong Jianping served as a deputy to the 15th Shanghai Municipal People's Congress. Since December 2022, Mr. Tong Jianping has served as a member of the 14th Shanghai Municipal Committee of the Chinese People's Political Consultative Conference.

Mr. Ruan Feng (阮峰), was born in 1968 and is a holder of bachelor's degree in accounting and a senior auditor. Mr. Ruan Feng has served as a Supervisor of the Company since 20 October 2020. Mr. Ruan Feng has been the deputy general manager of the Audit Department (formerly the Audit and Supervision Department) of Shanghai Guosheng (Group) Co., Ltd. (上海國盛(集團)有限公司) since May 2019. Mr. Ruan Feng worked at Shanghai Municipal Audit Bureau (上海市審計局) from August 1994 to May 2019 and successively served as an office clerk of the audit division in the commercial grain trade commission; an office clerk, a deputy section chief and the section chief of the audit division in the economic and trade commission; and the section member of the second administrative audit division. Mr. Ruan Feng has been a supervisor of Shanghai Cultural Industry Development Investment Fund Management Co., Ltd. (上海文化產業發展投資基金管理有限公司) since February 2020 and a supervisor of Green Development Fund Private Equity Investment Management (Shanghai) Co., Ltd. (綠色發展基金私募股權投資管理(上海)有限公司) since June 2021.

Mr. Li Zhenghao (李爭浩), was born in 1975 and is a holder of bachelor's degree and EMBA degree and a senior accountant. Mr. Li Zhenghao has served as a Supervisor of the Company since 18 June 2020. He has been the general manager of the finance department of Shenergy Group Company Limited (申能(集團)有限公司) since June 2019. Mr. Li Zhenghao worked at Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司, listed on the SSE under the stock code of 600000) from July 1997 to March 2007, successively serving as an accountant, a loan officer, a senior account manager and the president of Siping Road Sub-branch. Mr. Li Zhenghao worked at Shenergy Group Finance Co., Ltd. (申能集團財務有限公司) from April 2007 to April 2017, successively serving as an assistant to the manager of the finance department, a deputy manager and the manager of the accounting and settlement department, the manager of the planning and finance department, and the director of operations of the Company. Mr. Li Zhenghao served as the deputy manager of the finance department at Shenergy Group Company Limited from May 2017 to May 2019. Mr. Li Zhenghao served as the chairman of the supervisory committee of Shanghai Shenxin Environmental Protection Co., Ltd. (上海申欣環保有限公司) from June 2019 to November 2022. Mr. Li Zhenghao has been a director of Shanghai Gas Company Limited (上海燃氣有限公司) since June 2019, a director of Shenergy Company Limited (申能股份有限公司, listed on the SSE under the stock code of 600642) since July 2020.

Mr. Cao Yijian (曹奕劍), was born in 1976 and is a holder of master's degree in science and an economist. Mr. Cao Yijian has served as a Supervisor of the Company since 18 June 2019. He has served as the general manager of the investment development department of Shanghai Jiushi (Group) Co., Ltd. (上海久事(集團)有限公司) since April 2018. Mr. Cao Yijian served as a staff member of Shanghai Huipu Technology Investment Company Limited (上海匯浦科技投資有限公司) from March 2001 to February 2003 and a staff member of Shanghai Qiangsheng Holding Co., Ltd. (上海強生控股股份有限公司, listed on the SSE under the stock code of 600662) from February 2003 to July 2003. He served as the manager of the asset management department of Shanghai Huipu Technology Investment Company Limited from July 2003 to July 2007. Mr. Cao Yijian worked at Shanghai Qiangsheng Group Co., Ltd. (上海強生集團有限公司) from August 2007 to June 2013, successively serving a staff member, an

assistant to the manager, a deputy manager and the manager of the asset operation department. He served the manager of the asset operation department at Shanghai Jiushi Properties Co., Ltd. (上海久事置業有限公司) from June 2013 to May 2015. He worked at the investment development department of Shanghai Jiushi Corporation (上海久事公司) from May 2015 to October 2015, serving as a deputy general manager. He was a deputy general manager of the investment development department of Shanghai Jiushi (Group) Co., Ltd. from October 2015 to April 2018. Mr. Cao Yijian served as an executive director and the general manager of Shanghai Jiushi Investment Management Co., Ltd. (上海久事投資管理有限公司) from December 2019 to August 2021. Mr. Cao Yijian has been a supervisor of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行股份有限公司, listed on the SSE under the stock code of 600000) since December 2019, and a director of Shanghai Sitcom Assets Management Co. Ltd. (上海上國投資產管理有限公司) since September 2021.

Ms. Miao Qing (繆青), was born in 1978 and is a holder of master's degree of accounting and is recognized as a senior accountant. Ms. Miao Qing has been the director of the audit and risk control department of Shanghai Bailian Group Co., Ltd. (上海百聯集團股份有限公司, listed on the SSE under the stock code of 600827) since April 2021. Ms. Miao Qing served as a clerk in the finance department of Shanghai Hualian Co., Ltd. (上海華聯商廈股份有限公司) from August 2001 to October 2004, and worked in Shanghai Bailian Group Co., Ltd. since October 2004 in the following positions: a clerk in the finance department from October 2004 to May 2006, and worked in the Audit Centre from May 2006 to April 2018, where she successively served as a head, senior head, assistant to the director and deputy director, and a deputy director of the audit and risk control department from April 2018 to April 2021. Ms. Miao Qing has served as a supervisor of Shanghai Bailian Central Shopping Plaza Co., Ltd. (上海百聯中環購物廣場有限公司), a supervisor of Shanghai Bailian Nanqiao Central Shopping Plaza Co., Ltd. (上海百聯南橋購物中心有限公司) and a director of Shanghai Bailian Xijiao Central Shopping Plaza Co., Ltd. (上海百聯西郊購物中心有限公司) since October 2019, and a supervisor of Bailian Group Finance Co., Ltd. (百聯集團財務有限責任公司) since December 2019.

Mr. Song Chunfeng (宋春風), was born in 1969 and is a holder of doctor's degree in law and a senior economist. He has been the managing director of China Shipowners Mutual Assurance Association (中國船東互保協會) since March 2016. From August 1992 to September 1996, Mr. Song Chunfeng worked at China Ocean Shipping (Group) Company ("COSCO", 中國遠洋運輸(集團)總公司), where he successively served as an cadre at the department of insurance and settlement of claims and the department of commerce, and the deputy section chief level clerk of the unit of commerce under the department of transmission. From September 1996 to June 1997, he studied at the China Ocean Administration Training Class (中遠管理培訓班) offered by Peking University. From June 1997 to September 1998, he worked as a project manager at the America branch of COSCO. From September 1998 to March 2012, he worked at COSCO, where he successively served as the section chief level clerk, deputy director and director of the division of commerce and the manager of the unit of commerce. From March 2012 to March 2016, he worked as the managing director of COSCO (Hong Kong) Insurance Brokers Limited and served as the chairman and the general manager

of Shenzhen COSCO Insurance Brokers Limited (深圳中遠保險經紀公司). Mr. Song Chunfeng has been a legal representative, an executive director and the general manager of China P&I Management Co., Ltd. (中船保商務管理有限公司) since May 2016, a director of China P&I Services (Hong Kong) Limited (中國保賠服務(香港)有限公司) since May 2016, the vice chairman of Quanzhou Jinjiang COSCO Development Co., Ltd. (泉州市晉江中遠發展有限公司) since August 2016, an executive director of Shanghai Haixing Asset Management Company Limited (上海海興資產管理有限公司) since November 2016, a director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司, listed on the SSE under the stock code of 600016) since March 2017, and a director of CPI Services (UK) Limited (中船保服務(英國)有限公司) since April 2017. Mr. Song Chunfeng served as a Supervisor of the Company from July 2016 to June 2019.

**ILLUSTRATION ON THE ADOPTION OF CUMULATIVE VOTING SYSTEM IN
THE ELECTION OF EXECUTIVE DIRECTORS, NON-EXECUTIVE DIRECTORS,
INDEPENDENT NON-EXECUTIVE DIRECTORS AND NON-EMPLOYEE
REPRESENTATIVE SUPERVISORS**

- I. The election of executive directors, non-executive directors, independent non-executive directors and the election of non-employee representative supervisors from respective candidates at the general meeting will be respectively numbered as separate groups of resolutions. Investors shall vote on each candidate under each group of resolutions.
- II. The number of shares declared shall represent the votes to be cast for the elections. For each group of resolutions, the total number of votes to which a shareholder is entitled for each share held by himself/herself shall be equal to the number of directors or supervisors to be elected under that particular group of resolutions. If a shareholder holds 100 shares of a listed company, and there are 10 directors to be elected at the general meeting with 12 candidates taking part in the election of directors, such shareholder shall be entitled to a total number of 1,000 votes in respect of that particular group of resolutions on the election of the members of the Board of Directors.
- III. Voting of shareholders shall be confined to the number of votes to which he/she is entitled in respect of each group of resolutions. Shareholders may cast their votes at their own discretion by casting his/her votes on one candidate or on different candidates in any combination. Upon completion of the voting, the votes will be counted cumulatively in respect of each of the resolutions.
- IV. ILLUSTRATION:

A listed company convenes a general meeting for the election of members of the Board of Directors and Supervisory Committee by way of cumulative voting system, and there are six candidates to be elected for five positions as executive directors and non-executive directors, three candidates for two positions as independent non-executive directors, and three candidates for two positions as supervisors. The matters required to be voted by poll are as follows:

Resolutions effected by cumulative voting		
4.00	Resolution on the election of executive directors and non-executive directors	Number of votes
4.01	e.g. CHEN xx	
4.02	e.g. ZHAO xx	
4.03	e.g. JIANG xx	
...	...	
4.06	e.g. SONG xx	

Resolutions effected by cumulative voting		
5.00	Resolution on the election of independent non-executive directors	Number of votes
5.01	e.g. ZHANG ××	
5.02	e.g. WANG ××	
5.03	e.g. YANG ××	
6.00	Resolution on the election of non-employee representative supervisors	Number of votes
6.01	e.g. LI ××	
6.02	e.g. CHEN ××	
6.03	e.g. HUANG ××	

If an investor holds 100 shares in the company upon close of trading on the record date, under cumulative voting system, he (she) will be entitled to 500 votes for resolution No. 4.00 titled “Resolution on the election of executive directors and non-executive directors”, 200 votes for resolution No. 5.00 titled “Resolution on the election of independent non-executive directors” and 200 votes for resolution No. 6.00 titled “Resolution on the election of non-employee representative supervisors”.

Such investor may cast a maximum of 500 votes on resolution No. 4.00 at his/her own discretion in favour of one candidate or different candidates in any combination.

As shown in the table below:

No.	Name of Resolution	Number of votes			
		Method 1	Method 2	Method 3	Method...
4.00	Resolution on the election of executive directors and non-executive directors	—	—	—	—
4.01	e.g. CHEN ××	500	100	100	
4.02	e.g. ZHAO ××	0	100	50	
4.03	e.g. JIANG ××	0	100	200	
...	
4.06	e.g. SONG ××	0	100	50	