
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*), you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*

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

(Stock code: 1349)

**PROPOSALS FOR (1) DISTRIBUTION OF 2023 FINAL DIVIDEND;
(2) AUTHORISATION OF 2024 INTERIM PROFIT DISTRIBUTION
SCHEME;
(3) UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR
PERMANENT REPLENISHMENT OF WORKING CAPITAL;
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
OTHER RULES; AND
(5) GENERAL MANDATE TO ISSUE A SHARES**

The letter from the Board is set out on pages 3 to 10 of this circular.

The AGM will be held at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m., on Thursday, 27 June 2024. Notices convening the AGM are set out on pages AGM-1 to AGM-5 of this circular.

Proxy form for the AGM is enclosed in this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.fd-zj.com). Shareholders of H Shares who are eligible to attend and intend to appoint a proxy to attend the AGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting in person should you so desire.

* For identification purpose only.

29 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – UTILISATION OF REMAINING BALANCE OF THE OVER SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING CAPITAL	I-1
APPENDIX II – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	II-1
APPENDIX III – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING	III-1
APPENDIX IV – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS	IV-1
APPENDIX V – PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE	V-1
NOTICE OF AGM	AGM-1

DEFINITIONS

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

“A Share(s)”	the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB
“AGM”	the annual general meeting of the Company to be held at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Thursday, 27 June 2024
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01349) and the A Shares of which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688505)
“Director(s)”	the director(s) of the Company
“General Mandate”	the general and unconditional mandate proposed to be granted to the Board at the AGM to issue, allot and/or deal with up to and not exceeding 20% of the total number of the A Shares in issue on the date the Special Resolution numbered 14 is passed during the relevant period as set out in the Special Resolution numbered 14
“HKD” or “HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and are subscribed for and traded in HKD
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Share(s)”	the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of share(s) in the Company
“Supervisor(s)”	the supervisors of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

* For identification purpose only

The Articles of Association, the rules of procedure for the general meeting, the rules of procedure for the Board of Directors and the rules of procedure for the Supervisory Committee are written in Chinese. There is no official English translation and the English translation is for reference only. Where there is any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

LETTER FROM THE BOARD



上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*

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

(Stock code: 1349)

Executive Directors:

Mr. Zhao Da Jun (*Chairman*)

Ms. Xue Yan

Non-executive Directors:

Mr. Shen Bo

Ms. Yu Xiao Yang

Independent Non-executive Directors:

Mr. Wang Hong Guang

Mr. Lam Siu Wing

Mr. Xu Pei Long

*Registered office and principal place of
business in the PRC:*

No. 308, Cailun Road
Zhangjiang Hi-Tech Park
Pudong New Area,
Shanghai China
201210

Principal place of business in Hong Kong:

19/F, Three Exchange Square
8 Connaught Place Central
Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR (1) DISTRIBUTION OF 2023 FINAL DIVIDEND;
(2) AUTHORISATION OF 2024 INTERIM PROFIT DISTRIBUTION
SCHEME;
(3) UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR
PERMANENT REPLENISHMENT OF WORKING CAPITAL;
(4) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
OTHER RULES; AND
(5) GENERAL MANDATE TO ISSUE A SHARES**

1. INTRODUCTION

The purpose of this circular is, among other things, to provide you with the relevant information regarding the resolutions to be proposed at the AGM in respect of: (1) distribution of 2023 final dividend; (2) authorisation of 2024 interim profit distribution scheme; (3) utilisation of remaining balance of the over subscription proceeds from issue of A Shares for permanent replenishment of working capital; (4) amendments to the Articles of Association and other rules; and (5) general mandate to issue A Shares.

LETTER FROM THE BOARD

2. DISTRIBUTION OF 2023 FINAL DIVIDEND

The resolution in relation to the distribution of a final dividend of RMB0.07 per share (tax inclusive) for the year ended 31 December 2023 has been considered and approved at the meeting of the Board held on 28 March 2024. Based on the current total issued share capital of the Company, being 1,036,572,100 Ordinary Shares, the total final dividend to be paid is RMB72,560,047 (tax inclusive) (of which, the share capital of A Shares is 710,572,100 representing dividend to be paid is about RMB49,740,047 and the share capital of H Shares is 326,000,000 representing dividend to be paid is about RMB22,820,000). If the total share capital of the Company changes from the date of shareholders' approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the 2023 annual general meeting to be held on Thursday, 27 June 2024, the final dividend of H shares is expected to be distributed on or before Monday, 26 August 2024 to all H Share Shareholders whose names appear on the register of H Share Shareholders of the Company on Friday, 12 July 2024.

To determine the identity of the Shareholders entitled to receive the final dividend, the register of H Shares Shareholders of the Company will be closed from Sunday, 7 July 2024 to Friday, 12 July 2024 (days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 July 2024.

Final dividend for holders of H Shares will be declared and calculated in RMB, and be paid in Hong Kong Dollars. Final dividend for holders of A Shares will be declared and calculated in RMB, and be paid in RMB. Relevant income tax will be deducted and paid by China Securities Depository and Clearing Corporation Limited on behalf of the A shareholders (if applicable). The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date of declaration of the dividend. In case of any change to the expected payment date or the period during which the register of holders of H Shares will be closed, further announcement(s) will be published by the Company in due course in respect of such changes.

In accordance with the enterprise income tax law of the People's Republic of China and its implementation regulations, which came into effect on 1 January 2008, and the notice on issues related to dividend distribution and withholding of enterprise income tax by Chinese resident enterprises to shareholders of overseas H-share non-resident enterprises (GSH [2008] No. 897) issued by the State Administration of Taxation on 6 November 2008, when the Company distributes dividends to non-resident enterprise shareholders listed on the list of H-share shareholders, it is obliged to deduct and pay enterprise income tax on behalf of them, with a tax rate of 10%. Any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other agents or trustees, and other organizations and bodies, are deemed to be held by non-resident enterprise shareholders.

LETTER FROM THE BOARD

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No.348) issued by the State Administration of Tax on 28 June 2011 and the Letter on the Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by The Stock Exchange of Hong Kong Limited on 4 July 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general, and if otherwise provided by tax regulations, relevant tax agreements or notices, it will be handled in accordance with relevant regulations and tax collection and administration requirements.

For investors of Hong Kong Stock Exchange, including enterprises and individuals, investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Investors of Northbound Trading**”), their final dividends will be distributed in RMB by the Company through CSDC Shanghai Branch to the account of the nominees holding such shares. The Company will withhold and pay income taxes of 10% on behalf of those investors and will report to the tax authorities. For Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same with those for the A Shareholders of the Company.

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange, including enterprises and individuals, investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Investors of Southbound Trading**”), CSDC Shanghai Branch and CSDC Shenzhen Branch, as the nominee holders of H Shares for the Investors of Southbound Trading, will receive the final dividends distributed by the Company and distribute the final dividends to the relevant Investors of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors.

LETTER FROM THE BOARD

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading will be the same with those for the H Shareholders.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

3. AUTHORISATION OF 2024 INTERIM PROFIT DISTRIBUTION SCHEME

In the event that there is profit recorded by the Company for 2024 interim results for the six months ended 30 June 2024 and the conditions for profit distribution are fulfilled, the Company may make an additional interim dividend distribution (the “**Interim Dividend Distribution**”) upon the disclosure of the results announcement for the six months ended 30 June 2024 (the “**Reporting Period**”), and it is expected that the amount of the Company’s interim dividend distribution will not be less than 10% of the net profit attributable to shareholders of the listed company for the Reporting Period and will not exceed the net profit attributable to shareholders of the listed company for the Reporting Period.

The aforesaid ordinary resolution will be proposed to the AGM to authorise the Board of Directors of the Company to formulate a specific profit distribution scheme for the interim dividend distribution, subject to the conditions for profit distribution.

4. UTILISATION OF REMAINING BALANCE OF THE OVER SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING CAPITAL

An ordinary resolution will be proposed at the AGM to consider and approve the utilisation of remaining balance of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital of the Company.

Further details of the resolution on the utilisation of remaining balance of the over subscription proceeds from the issue of A Shares for permanent replenishment of working capital are set out in Appendix I to this circular.

5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND OTHER RULES

Special resolutions will be proposed at the AGM to consider and approve the amendments to the Articles of Association and other rules of procedures of the Company.

In accordance with the relevant provisions of the Company Law of the People’s Republic of China (《中華人民共和國公司法》), Securities Law of the People’s Republic of China (《中華人民共和國證券法》) and the relevant laws and regulations and relevant guidelines such as the “Guidelines on the Articles of Association of Listed Companies”* (《上市公司章程指引》), “Administrative Measures for Independent Directors of Listed Companies”* (《上市公司獨立董事管理辦法》) and the Rules Governing the Listing of Stocks on the Sci Tech Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》) and the Core Shareholder Protection Standards as set out in Appendix A1

LETTER FROM THE BOARD

(formerly Appendix 3) of the Hong Kong Listing Rules, which came into force on 1 January 2022 and taking into account the cooperate governance practices and implementation of the latest regulatory requirements in relation to paperless regime and the electronic dissemination of corporate communications by listed issuers with effect from 31 December 2023 under the Hong Kong Listing Rules, Board of Directors considered and approved the amendments to the Articles of Association, details of which are set out in the Appendix II to this circular (the “**Proposed Amendments to the Articles of Association**”). The Proposed Amendments to the Articles of Association are subject to the approval by shareholders at the AGM.

By virtue of the proposed amendments to the Articles of Association, the Board of Directors and the Supervisory Committee have respectively considered and approved the amendments to the relevant provisions in the rules of procedure for the general meetings, rules of procedure for the Board of Directors and rules of procedure for the Supervisory Committee. Details of the relevant amendments are set out in the Appendices III to V to this circular, respectively. The proposed amendments to the rules of procedure for the general meetings, rules of procedure for the Board of Directors and rules of procedure for the Supervisory Committee are subject to the approval by the Shareholders at the AGM and the corresponding amendments to the Articles of Association becoming effective.

The Board of Directors has proposed to the AGM to authorise the management of the Company and its authorised persons to deal with the filing issue relating to the amended Articles of Association, rules of procedure for the general meetings, rules of procedure for the Board of Directors and rules of procedure for the Supervisory Committee with the market supervision authorities and other matters.

6. GENERAL MANDATE TO ISSUE A SHARES

A special resolution will be proposed at the AGM for the granting of the General Mandate to the Board to handle relevant matters in relation to issuing shares to specific parties by simplified procedures in accordance with the requirements under the Administrative Measures for the Issuance and Registration of Securities by Companies, the Rules for Review of Issuance and Listing of Securities by Companies of the Shanghai Stock Exchange, the Rules for Implementation of Issuance and Underwriting of Securities by Companies Listed on the STAR Market of the Shanghai Stock Exchange and the Hong Kong Listing Rules. It is agreed that the Board shall propose to the AGM to authorise the Board to exercise the power of the Company to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares not exceeding 20% of the total number of the A Shares in issue of the Company on the date the relevant resolution is passed at the AGM. It is proposed that the Board be authorised to decide the Company to issue Shares to specific parties for total proceeds not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year.

LETTER FROM THE BOARD

The A Shares shall be issued by way of non-public issuance to specific parties, which shall be no more than 35 target subscribers who fall within the definition of legal persons, natural persons or other legal investment organisations as defined by the regulatory authorities. The issue price shall not be less than 80% of the average trading price of the A Shares in the 20 trading days prior to the pricing benchmark date, and shall comply with the pricing and other relevant requirements under the Hong Kong Listing Rules.

The General Mandate shall be exercisable in the period starting from the date on which this resolution is passed until the earliest of: (a) the conclusion of the next annual general meeting subsequent to the passing of this resolution; (b) the expiration of the period of 12 months from the date on which this resolution is passed; or (c) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by the Shareholders at the general meeting.

The Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, applicable laws and regulations of the PRC and performance of the relevant procedures, as amended from time to time.

As at the Latest Practicable Date, the Company had a total of 710,572,100 A Shares and 326,000,000 H Shares in issue. Subject to the passing of the special resolution in relation to the General Mandate for issuance of A Shares and in accordance with the terms therein, the Company would be allowed to issue up to 142,114,420 additional A Shares under the General Mandate on the basis that no further A Shares will be issued or repurchased prior to the AGM.

7. AGM

The AGM will be held at conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Thursday, 27 June 2024. Notices convening the AGM are set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

Proxy form for the AGM is enclosed in this circular and published on the websites of the Hong Kong Stock Exchange (www.hkex.com.hk) and the Company (www.fd-zj.com). Shareholders of H Shares who are eligible to attend and intend to appoint a proxy to attend the AGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting in person should you so desire.

To determine the eligibility of the holders of H Shares to attend and vote at the AGM, the register of the holders of H Shares of the Company will be closed from Friday, 21 June 2024 to Thursday, 27 June 2024 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of the holders of H Shares at 4:30 p.m. on Thursday, 20 June 2024, is entitled to attend and vote at the AGM. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 20 June 2024.

For the notices of AGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company dated 30 April 2024 on the Shanghai Stock Exchange.

8. VOTING BY WAY OF POLL

In accordance with the relevant provisions of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notices of AGM will be voted by poll.

9. RECOMMENDATION

The Directors consider that all the resolutions set out in the notices of the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolutions.

LETTER FROM THE BOARD

10. 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.

11. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Zhao Da Jun
Chairman

**APPENDIX I UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR
PERMANENT REPLENISHMENT OF WORKING CAPITAL**

OVERVIEW OF THE PROCEEDS

As approved by “Approval in Relation to Registration of the Initial Public Offering of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.” (Zheng Jian Xu Ke [2020] No.912) issued by the China Securities Regulatory Commission, the Company was permitted to issue 120,000,000 ordinary shares in RMB (A Shares) to the public at an issue price of RMB8.95 per Share (the “**Issue of A Shares**”). The total amount of proceeds from the Issue of A Shares amounted to RMB1,074,000,000. After deducting the issuing expenses, the net amount of proceeds amounted to approximately RMB974,324,000. The proceeds have been fully received and verified by PricewaterhouseCooper Zhongtian LLP (Special General Partnership), which has issued the Capital Verification Report (PwC Zhong Tian (2020) Yan Zi No. 0502). The proceeds are all held in a specialized account of the Company.

USE OF PROCEEDS FROM THE ISSUE OF A SHARES

Particulars of the proceeds raised were used as follows:

Investment Projects	Budget RMB0'000	Amount utilized during the year ended 31 December 2023 RMB0'000	Cumulative amount that has been utilized as at 31 December 2023 RMB0'000	Remaining balance as at 31 December 2023 RMB0'000	Expected timeline of utilization
– The Registration Project of Hemoporfin in the United States <i>(Note 4)</i>	23,000.00	1,034.37	4,441.56	18,558.44	31 December 2025
– The Innovational Research and Sustainable Development Project in Relation to Biological Medicine	24,000.00	3,791.02	24,000.00	–	N/A
– The Project in Relation to Acquisition of Minor Equity Interests in Taizhou Fudan-Zhangjiang	18,000.00	–	18,000.00	–	N/A
Over-raised funds <i>(Note 5)</i>	–	9,600.00	28,800.00	3,632.39	
Interest on raised funds <i>(Note 6)</i>	–	830.75	830.75	4,044.58	
Total	65,000.00	15,256.14	76,072.31	26,235.42	

APPENDIX I UTILISATION OF REMAINING BALANCE OF THE OVER SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR PERMANENT REPLENISHMENT OF WORKING CAPITAL

Notes:

- (1) The actual amount of proceeds raised from the issue of A Shares exceeding the needs of the investment projects listed above will be used to supplement the working capital related to the principal business of the Company in accordance with relevant requirements of the CSRC and the Shanghai Stock Exchange and subject to the approval of the Board and the Shareholders' meeting. The Company will disclose relevant updates in due course;
- (2) The amount that has been utilized included the amount which is used after the listing for replacing the self-owned fund of the Company previously invested in such projects during the year 2023;
- (3) The Company confirms that the use of proceeds from the issue of A share conforms to the disclosure of the supplementary circular of the Company dated 4 April 2019, and that the Company will use the proceeds from the issue of A share in strict accordance with the relevant regulations;
- (4) Due to the impact of the external environment, the progress of the Registration Project of Hemoporfin in the United States delayed. As approved by the Board and the Supervisory Committee on 27 March 2023, the implementation stage of the project was extended for two years to 31 December 2025. The budget remains unchanged and is still expected to be fully utilized as R&D expenses;
- (5) During the year 2023, the Board considered and approved the utilization of RMB96 million of the over subscription proceeds from its A share offering for permanent replenishment of working capital. The proposal has been deliberated and approved at 2022 annual general meeting. The Company will fulfill its internal approval and information disclosure obligations with respect to the use of over-raised funds;
- (6) the Fund-raising account corresponding to the project the Innovational Research and Sustainable Development Project in Relation to Biological Medicine consists of fund-raising and net interest income from fund-raising after deduction of handling fee. As at the end of the year 2023, the cumulative amount of proceeds utilized for the project was RMB248.30 million of which RMB240.00 million was raised fund and RMB8.30 million was interest income from the proceeds, with a balance of RMB0.

For details, please refer to the Company's Chinese version overseas regulatory announcement dated 28 March 2024 and the annual report for the year ended 31 December 2023 of the Company published 29 April 2024.

PLAN TO UTILISE REMAINING OF THE OVER SUBSCRIPTION PROCEEDS FOR PERMANENT SUPPLEMENT OF WORKING CAPITAL

On the basis that the capital needs and normal operation of the projects in relation to the use of proceeds from A Share Offering are secured, to satisfy the Company's working capital requirements, to utilize the proceeds more effectively, to safeguard the interest of the Company and its shareholders, pursuant to the "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", the "Self-Regulatory Guidance of Listed Companies of the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation" and relevant regulations, after taking into account the Company's actual operational needs and its financial status, the Company intends to utilize remaining balance of Over Subscription Proceeds that amounted to approximately RMB57,740,000 (including the corresponding interests, the exact amount is subject to the actual amount at the time of transfer), which

**APPENDIX I UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR
PERMANENT REPLENISHMENT OF WORKING CAPITAL**

represented 17.80% of the total Over Subscription Proceeds of RMB324,324,000 to permanently supplement working capital, using in operation activities related to the Company's main business (the "**Utilisation Plan**").

UNDERTAKINGS BY THE COMPANY

The Company undertakes that the amount under the Utilisation Plan will be utilised for the Company's operating activities relating to the principal business, which does not affect the intended use of proceeds of the Issue of A Shares and shall not affect the capital requirements of the projects in which the proceeds are intended to be used; and it will not carry out any high-risk investment or provide financial assistance for third-party entities, within twelve months following the approval of the Utilisation Plan.

RELEVANT OPINIONS ON THE UTILISATION PLAN

Opinions of the independent non-executive Directors

The Utilisation Plan is conducive to improving effective utilisation of the proceeds and is in the interests of the Company and the Shareholders. The Utilisation Plan complies with "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self-Regulatory Guidance of Listed Companies of the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", the Articles of Associations, "Administrative Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange" and other laws, regulations and regulatory documents. The review and approval procedure of the Utilisation Plan complied with the requirements of laws, administrative laws, regulations and regulatory documents. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders.

In conclusion, the independent non-executive Directors of the Company agreed with the Utilisation Plan.

Opinions of the Supervisory Committee

The Utilisation Plan is conducive to improving effective utilisation of the proceeds and is in the interests of the Company and the Shareholders. The Utilisation Plan complies with "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self-Regulatory Guidance of Listed Companies on the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", the Articles of Associations, "Administrative Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange" and other laws, regulations and regulatory documents.

**APPENDIX I UTILISATION OF REMAINING BALANCE OF THE OVER
SUBSCRIPTION PROCEEDS FROM ISSUE OF A SHARES FOR
PERMANENT REPLENISHMENT OF WORKING CAPITAL**

The review and approval procedure of the Utilisation Plan and the relevant voting procedure of the Board complied with the requirements of laws, administrative laws, regulations and regulatory documents. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders.

In view of the above, the Supervisory Committee agreed with the Utilisation Plan.

Opinions of the Sponsoring Institution

The sponsoring institution believed that the Utilisation Plan is conducive to improving effective utilisation of the proceeds, reducing finance costs and will not affect the normal progress of the intended investment projects. The Utilisation Plan does not change the intended use of the proceeds or harm the interest of the Shareholders. The Utilisation Plan was considered and approved by the Board and the Supervisory Committee, and was agreed by the independent non-executive Directors. It has complied with all necessary procedures except for obtaining the Shareholder's approval.

The review and approval procedures of the Utilisation Plan complies with "Listing Rules of the Sci-tech Innovation Board of the Shanghai Stock Exchange", "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies", "Self-Regulatory Guidance of Listed Companies on the Sci-tech Innovation Board of the Shanghai Stock Exchange No. 1 – Compliant Operation", "Continuing Supervision Administration Measures of Listed Company of Sci-tech Innovation Board (Pilot Version)" and other laws, regulations, regulatory documents and operational rules. It is conducive to the principal business of the Company, improving effective utilisation of the proceeds and in the interests of the Company and the Shareholders.

Based on the opinions above, the sponsoring institution agreed with the Utilisation Plan.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
1.	<p>1. With an aim to protect the lawful interests of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”), shareholders of the Company and creditors, and standardize the organization and conduct of the Company, the Articles is formulated pursuant to the laws and regulations under 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 Guidelines for the Articles of Association of the Listed Companies, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, the Special Regulations of the State Council on the Overseas Offer and Listing of Shares by Joint Stock Limited Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Mandatory Provisions for the Articles of Association of the Companies Listed Overseas, and regulatory documents.</p> <p>The Company is a company limited by shares established in accordance with the Company Law and other relevant laws and administrative regulations of the People’s Republic of China (“China” or the “State”).</p>	<p><u>1. With an aim to protect the lawful interests of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”), shareholders of the Company and creditors, and standardise the organisation and conduct of the Company, the Articles is formulated pursuant to the laws and regulations under 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 Guidelines for the Articles of Association of the Listed Companies, the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and regulatory documents.</u></p> <p>The Company is a company limited by shares established in accordance with the Company Law and other relevant laws and administrative regulations of the People’s Republic of China (“China” or the “State”).</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
2.	<p>7. In a shareholders’ annual general meeting held on 24 June 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders’ annual general meeting held on 25 June 2004 in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders’ Extraordinary General Meeting held on 29 October 2010, the Company adopted the further amended articles of association of the Company; upon the authorization by special resolutions passed by the shareholders’ Annual General Meeting held on 29 June 2012, the Board approved the amendment to the articles of association of the Company on 19 March 2013; the Board further approved this amendment to the articles of association of the Company on 9 May 2013 and 8 August 2013; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 30 May 2013, the Board approved the amendment to the articles of association of the Company on 6 December 2013; the shareholders’ Annual General Meeting held on 30 May 2014 approved the amendment to the articles of association of the Company by special resolutions; the shareholders’ Annual General Meeting held on 26 April 2019 approved the amendment to the articles of association of the Company by special resolutions; the shareholders’ Extraordinary General Meeting held on 24 February 2020 approved the amendment to the articles of association of the Company by special resolutions; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 26 May 2022; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 6 July 2023 (these “Articles”).</p>	<p>7. In a shareholders’ annual general meeting held on 24 June 2005, the Company amended its articles of association adopted by the special resolutions of its shareholders’ annual general meeting held on 25 June 2004 in accordance with the actual situations concerning its issue of Overseas-Listed Foreign-invested Shares; in a shareholders’ Extraordinary General Meeting held on 29 October 2010, the Company adopted the further amended articles of association of the Company; upon the authorization by special resolutions passed by the shareholders’ Annual General Meeting held on 29 June 2012, the Board approved the amendment to the articles of association of the Company on 19 March 2013; the Board further approved this amendment to the articles of association of the Company on 9 May 2013 and 8 August 2013; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 30 May 2013, the Board approved the amendment to the articles of association of the Company on 6 December 2013; the shareholders’ Annual General Meeting held on 30 May 2014 approved the amendment to the articles of association of the Company by special resolutions; the shareholders’ Annual General Meeting held on 26 April 2019 approved the amendment to the articles of association of the Company by special resolutions; the shareholders’ Extraordinary General Meeting held on 24 February 2020 approved the amendment to the articles of association of the Company by special resolutions; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 26 May 2022; upon the authorization by special resolution passed by the shareholders’ Annual General Meeting held on 27 May 2021, the Board approved the amendment to the articles of association of the Company on 6 July 2023; <u>the shareholders’ Annual General Meeting held on 27 June 2024 approved the amendment to the articles of association of the Company by special resolutions</u> (these “Articles”).</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
	<p>Upon approval through a special resolution at the general meeting of the Company and by relevant state departments, these Articles shall take effect on the date of initial public issue of the RMB ordinary shares (A shares) by the Company and listing of such shares on the Sci-Tech Innovation Board of the Shanghai Stock Exchange.</p> <p>These Articles shall replace the Original Articles as of its effective date. Unless otherwise amended by the Amendment to these Articles, all the other articles of these Articles shall remain its full effect.</p>	<p><u>These Articles shall take effect upon approval at the general meeting of the Company.</u></p> <p>These Articles shall replace the Original Articles as of its effective date. Unless otherwise amended by the Amendment to these Articles, all the other articles of these Articles shall remain its full effect.</p>
3.	<p>12. On condition of compliance with the laws and administrative regulations of the State, the Company is entitled to raise capital and borrow money, including (without limitation) the issue of bonds, the mortgaging or pledging of part or whole of the Company’s business or properties and other rights permitted by the laws and administrative regulations of the State.</p>	<p><u>12. The Company shall set up its Communist Party of China (hereinafter referred to as “CPC”) organisation and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organisation with necessary conditions for its activities in accordance with the actual situation.</u></p>
4.	<p>19. Subject to the approval of China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and other relevant securities regulatory authorities, the Company may issue shares to either or both domestic investors and foreign investors.</p> <p>Foreign investors referred to in the preceding paragraph mean those investors of foreign countries and regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; domestic investors referred to in the preceding paragraph mean those investors within the territory of China (excluding investors of the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.</p>	<p><u>19. Upon registration or filing with</u> China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and other relevant securities regulatory authorities, the Company may issue shares to either or both domestic investors and foreign investors.</p> <p>Foreign investors referred to in the preceding paragraph mean those investors of foreign countries and regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; domestic investors referred to in the preceding paragraph mean those investors within the territory of China (excluding investors of the regions referred to in the preceding sentence) who subscribe for shares issued by the Company.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
5.	<p>28.</p> <p>.....</p> <p>Where the Company’s directors, supervisors, senior officers and shareholders who hold more than 5% of the A Shares of the Company sell A Shares of the Company held by them within six months after having bought such stocks, or buy such stocks within six after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company. However, where the securities company holds more than 5% of the Company’s shares due to stand-by underwriting, the sales of such stocks shall not be subject to the time period of six months.</p> <p>Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people’s court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law.</p>	<p>28.</p> <p>.....</p> <p>Where the Company’s directors, supervisors, senior officers and shareholders who hold more than 5% of the A Shares of the Company sell A Shares of the Company <u>or other equity securities</u> held by them within six months after having bought such stocks, or buy such stocks within six after having sold them, all earnings thus obtained shall belong to the Company and be revoked by the board of directors of the Company. However, where the securities company holds more than 5% of the Company’s shares due to stand-by underwriting <u>and in other cases as stipulated by the CSRC are in exception.</u></p> <p><u>For the purpose of the preceding paragraph, shares or other securities with the nature of equity held by Directors, Supervisors, senior management and natural person shareholders include those held by their spouse, parents, and children and held under accounts opened by others.</u></p> <p>Where the board of directors refuses to comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the enforcement by the board of directors of the said provisions within 30 days. Where the board of directors fails to observe the provisions of the preceding paragraph within the aforesaid time limit, the shareholders shall be entitled to, in their own names, directly lodge an action with the people’s court for the benefits of the company and the responsible directors shall bear joint and several liabilities according to law.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
6.	<p>33. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days of the date of the resolution for reduction of its registered capital, and shall make a public announcement in a newspaper at least 3 times within 30 days following the date of such resolution. A creditor has the right, within 30 days of receiving the notice or, in the case of such notice not being received, within 45 days of the date of the first public announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p> <p>The Company's reduction of registered capital shall be registered with registry office in accordance with laws.</p>	<p>33. When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days of the date of the resolution for reduction of its registered capital, <u>and shall make a public announcement in a newspaper within 30 days following the date of such resolution.</u> A creditor has the right, within 30 days of receiving the notice or, <u>in the case of such notice not being received, within 45 days of the date of the announcement,</u> to require the Company to repay its debts or to provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after reduction shall not be less than the statutory minimum amount.</p> <p>The Company's reduction of registered capital shall be registered with registry office in accordance with laws.</p>
7.	<p>34. The Company may, with the approval in accordance with the procedures provided in these Articles and subject to the approval of the relevant governing authorities of the State, repurchase its issued shares in the following circumstances:</p> <ol style="list-style-type: none"> (1) reducing its registered share capital; (2) merging with another company which holds shares in the Company; (3) utilising shares for the employee stock ownership scheme or equity incentives; (4) where shareholders raise objections to resolutions adopted by the shareholders' general meeting on the merger or division of the Company, and thus require it to acquire its own shares; (5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary for safeguarding the value of the Company and the interests of its shareholders. 	<p>34. The Company may, <u>with the approval in accordance with the provisions of laws, administrative regulations and departmental rules and regulations,</u> and in accordance with the procedures provided in these Articles, repurchase its issued shares in the following circumstances:</p> <ol style="list-style-type: none"> (1) reducing its registered share capital; (2) merging with another company which holds shares in the Company; (3) utilising shares for the employee stock ownership scheme or equity incentives; (4) where shareholders raise objections to resolutions adopted by the shareholders' general meeting on the merger or division of the Company, and thus require it to acquire its own shares; (5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company; (6) where it is necessary for safeguarding the value of the Company and the interests of its shareholders.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
8.	<p>35. The Company may, upon the approval of the relevant governing authorities of the State, repurchase its shares in one of the following ways:</p> <p>(1) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(2) repurchasing shares through public dealing on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement outside a stock exchange.</p> <p>(4) other means permitted by laws and administrative regulations and approved by relevant administrative authorities.</p> <p>If the Company acquires its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law of People’s Republic of China. If the Company acquires its own shares under the circumstances as described in items (3), (5) and (6) of Article 34, it shall be carried out in a public and centralized manner.</p>	<p>35. <u>The Company may repurchase its shares in one of the following ways:</u></p> <p>(1) making a pro rata general offer of repurchase to all its shareholders;</p> <p>(2) repurchasing shares through public dealing on a stock exchange;</p> <p>(3) repurchasing by an off-market agreement outside a stock exchange.</p> <p>(4) other means permitted by laws and administrative regulations and approved by relevant administrative authorities.</p> <p>If the Company acquires its own shares, it shall perform the information disclosure obligation in accordance with the Securities Law of People’s Republic of China. If the Company acquires its own shares under the circumstances as described in items (3), (5) and (6) of Article 34, it shall be carried out in a public and centralized manner.</p>
9.	<p>56. The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) The right to dividends and other distributions in proportion to the number of shares held by him;</p> <p>(2) The right to propose, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to vote thereat;</p> <p>.....</p>	<p>56. The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>(1) The right to dividends and other distributions in proportion to the number of shares held by him;</p> <p>(2) The right to propose, convene, preside over, attend or appoint a proxy to attend shareholders’ general meetings and to vote thereat <u>and to speak at shareholder’s general meetings;</u></p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
10.	<p>65. The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(17) examining the equity incentive plan;</p> <p>(18) to consider other matters which require resolution of the shareholders in general meeting according to laws and administrative regulations or these Articles.</p> <p>The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization.</p>	<p>65. The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(17) <u>to consider</u> the equity incentive <u>scheme and the employee share ownership plan (including only those cases which are required to be considered by the shareholders' general meeting in accordance with relevant laws and regulations, listing rules and regulatory documents);</u></p> <p><u>(18) the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of A shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorisation will expire on the date of the annual shareholders' general meeting for the next year, subject to other laws and regulations, including the relevant regulations of the Hong Kong Listing Rules (if applicable);</u></p> <p>(19) to consider other matters which require resolution of the shareholders in general meeting according to laws and administrative regulations or these Articles.</p> <p>The above-mentioned functions and powers of the general meeting shall not be exercised by the Board of Directors, other organizations or individuals through authorization.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
11.	<p>69. The independent directors shall have the right to propose the convening of the extraordinary shareholders' general meeting to the board of directors. With regard to such proposal, the board of directors shall, in accordance with the provisions of the laws, administrative rules, and provisions of these Articles, provide its feedback in writing on approval or disapproval within 10 days from the receipt of the said proposal.</p> <p>Where the board of directors approves the convening of the extraordinary shareholders' general meeting, it shall send the notice thereof within 5 days after the said approval resolution of the board of directors; otherwise, the reasons for such disapproval shall be stated and announced.</p>	<p>69. The independent directors shall have the right to propose the convening of the extraordinary shareholders' general meeting to the board of directors <u>and the exercise of such power by the independent directors shall be approved by more than half of all independent directors.</u> With regard to such proposal, the board of directors shall, in accordance with the provisions of the laws, administrative rules, and provisions of these Articles, provide its feedback in writing on approval or disapproval within 10 days from the receipt of the said proposal.</p> <p>Where the board of directors approves the convening of the extraordinary shareholders' general meeting, it shall send the notice thereof within 5 days after the said approval resolution of the board of directors; otherwise, the reasons for such disapproval shall be stated and announced.</p>
12.	<p>72. Where the board of supervisors or the shareholders decide to convene the shareholders' general meeting independently, they shall notify the board of directors in writing to such effect and put such on record with the CSRC office in the place where the company is located and the stock exchange.</p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p>	<p>72. Where the board of supervisors or the shareholders decide to convene the shareholders' general meeting independently, they shall notify the board of directors in writing to such effect and put such on record with <u>the Shanghai Stock Exchange and the Hong Kong Stock Exchange in accordance with the relevant rules.</u></p> <p>For a general meeting convened and presided over by the shareholders themselves, the shareholding by the shareholders who convene the meeting shall be not less than 10% prior to the announcement of the resolution of the general meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
	<p>The convening shareholders shall, where sending the notice of the shareholders' general meeting and announcing the resolutions of the shareholders' general meeting, submit related certificates to the CSRC office in the place where the company is located and the stock exchange.</p> <p>With respect to shareholders' general meetings independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.</p> <p>Where the shareholders' general meeting is held independently by the board of supervisors or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.</p>	<p>The convening shareholders shall, where sending the notice of the shareholders' general meeting and announcing the resolutions of the shareholders' general meeting, submit related certificates to <u>the Shanghai Stock Exchange and the Hong Kong Stock Exchange in accordance with the relevant rules.</u></p> <p>With respect to shareholders' general meetings independently convened by the board of supervisors or the shareholders, the board of directors and its secretary shall give their cooperation. The board of directors shall provide the register of shareholders which will be dated the day of equity registration.</p> <p>Where the shareholders' general meeting is held independently by the board of supervisors or shareholders, all necessary costs and expenses of the meeting shall be borne by the Company.</p>
13.	<p>73. When the Company is to hold a shareholders' annual general meeting, it shall inform the shareholders by way of public announcement of the matters to be examined at the meeting as well as the date and place of the meeting at least twenty (20) business days prior to the meeting; when the Company is to hold an extraordinary general meeting, it shall inform the shareholders by way of public announcement at least fifteen (15) days (no less than ten (10) business days) prior to the date of the meeting.</p> <p>The business day mentioned in these Articles shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</p>	<p>73. When the Company is to hold a shareholders' annual general meeting, <u>the shareholders shall be notified in the form of an announcement at least twenty one (21) days prior to the meeting; when an extraordinary general meeting is convened by the Company, the shareholders shall be notified in the form of an announcement at least fifteen (15) days prior to the meeting.</u></p> <p><u>The notice period for convening the general meeting shall commence on the date which the notice is given to the shareholders by the Company, but exclude the date on which the general meeting is held.</u></p>
14.	<p>74.</p> <p>.....</p> <p>Proposals not set out in the notice of general meeting or not complying with the provision herein shall not be voted on or resolved at the general meeting.</p>	<p>74.</p> <p>.....</p> <p>Proposals not set out in the notice of general meeting or not complying with the provision herein shall not be voted on or resolved at the general meeting.</p> <p><u>The business day mentioned in these Articles shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
15.	<p>75. A notice of shareholders' meeting shall meet the following requirements:</p> <p>.....</p> <p>(10) where the shareholders' general meeting is held through the internet or any other means, it shall, in the notice of the shareholders' general meeting, set out expressly the voting time and procedure of such means.</p> <p>The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered.</p>	<p>75. A notice of shareholders' meeting shall meet the following requirements:</p> <p>.....</p> <p>(10) <u>the voting time and procedure of the internet or any other means.</u></p> <p>The interval between the equity registration date and the shareholders' general meeting date shall be no more than seven working days. The equity registration day once determined shall not be altered.</p> <p><u>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</u></p>
16.	<p>76. Notices of shareholders' general meetings shall be delivered by any methods as permitted by the stock exchanges where the Company's shares are listed (including but not limited to post, email, fax, announcement or release on the websites of the Company or the website of the stock exchanges of where the Company's shares are listed) to shareholders (whether or not they are entitled to vote at the meeting). In case of delivery by post, the address of the recipient registered in the share register shall prevail.</p> <p>The public announcement referred in the preceding paragraph shall be published in one or more newspapers designated by the CSRC prior to the date of the meeting. Upon the publication of announcement, all holders of A Shares shall be deemed to have received the notice related to the shareholders' meeting.</p>	<p>76. Notices of shareholders' general meetings shall be delivered by <u>announcement or other</u> methods as permitted by the stock exchanges where the Company's shares are listed to shareholders (whether or not they are entitled to vote at the meeting). In case of delivery by post, the address of the recipient registered in the share register shall prevail.</p> <p>The public announcement referred in the preceding paragraph shall be published in one or more <u>information disclosure media</u> designated by the CSRC prior to the date of the meeting. Upon the publication of announcement, all holders of A Shares shall be deemed to have received the notice related to the shareholders' meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
17.	<p>81. Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand, whether on his own or together with others, a poll;</p> <p>(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p>Where that shareholder is a recognized clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance (Cap.420 of the Law of Hong Kong) or its proxy (the "recognized clearing house"), it may authorize such person or persons as it thinks fit to act as its representative (representatives) at any shareholders' general meeting or any meeting of any class of shareholders provided that, if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which such person is so authorized. The person so authorized will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house could exercise if it were an individual shareholder of the Company.</p>	<p>81. Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his proxy to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:</p> <p>(1) the shareholder's right to speak at the meeting;</p> <p>(2) the right to demand, whether on his own or together with others, a poll;</p> <p>(3) the right to vote by hand or on a poll, but a proxy of a shareholder who has appointed more than one proxy may only vote on a poll.</p> <p><u>Where that shareholder is a clearing company within the meaning of the Hong Kong Listing Rules or its proxy (the "Clearing Company"), it may authorize such person or persons as it thinks fit to act as its representative (representatives) at any shareholders' general meeting or any meeting of any class of shareholders provided that, if more than one person is so authorized, the authorization must specify the number and class of shares in respect of which such person is so authorized. The person so authorized will be entitled to exercise the same power on behalf of the Clearing Company as that Clearing Company could exercise if it were an individual shareholder of the Company, including the right to attend and speak and vote at general meetings and meetings of creditors.</u></p>
18.	<p>83. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:</p> <p>.....</p> <p>(6) signature (or seal) of the principal. Where the principal is a legal person shareholder, the official seal of the legal person shareholder or signature of his director or proxy as duly appointed shall be affixed.</p>	<p>83. An instrument appointing a proxy shall be in writing under the hand of the appointer. The power of attorney, as issued by the shareholders, indicating that proxies are entrusted to attend the shareholders' general meeting shall contain the following items:</p> <p>.....</p> <p>(6) signature (or seal) of the principal. Where the principal is a legal person shareholder, <u>the official seal of the legal person shareholder shall be affixed.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
19.	<p>87. The place for holding the Company’s general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. The Company shall, on condition that the general meeting shall be held legally and validly, enable shareholders to have access to the general meeting by internet or other means. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p>	<p>87. The place for holding the Company’s general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. <u>The Company shall, also enable shareholders to have access to the general meeting by providing online voting.</u> The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>The identity of shareholders that attend the meeting through internet or other means shall be confirmed by the legal and effective voting system or trading system of the stock exchange approved by regulatory authorities.</p>
20.	<p>92.</p> <p>.....</p> <p>If independently convened by the board of supervisors, the shareholders’ general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, the shareholders’ general meeting shall be presided over by the vice chairman of the board of supervisors. Where the vice chairman is unable to or fails to perform his duties, a supervisor shall be jointly elected by the majority of all the supervisors to preside over the shareholders’ general meeting.</p> <p>.....</p>	<p>92.</p> <p>.....</p> <p>If independently convened by the board of supervisors, the shareholders’ general meeting shall be presided over by the chairman thereof. Where the chairman of the board of supervisors is unable to or fails to perform his duties, <u>a supervisor shall be jointly elected by the majority of all the supervisors to preside over the shareholders’ general meeting.</u></p> <p>.....</p>
21.	<p>94. The board of directors and the board of supervisors shall, at the annual shareholders’ general meeting, report their work for the past year to such meeting. Each independent director shall also report his work.</p>	<p>94. The board of directors and the board of supervisors shall, at the annual shareholders’ general meeting, report their work for the past year to such meeting. Each independent director shall also report his work. <u>The annual report of independent directors should be disclosed no later than the time when the Company gives notice of its annual general meeting.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
22.	<p>98. The convener shall ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting. The attending directors, supervisors, secretary of the board of directors, convener or representative thereof, and the meeting presider shall sign the meeting minutes. Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.</p>	<p>98. <u>The attending directors, supervisors, secretary of the board of directors, convener or representative thereof, and the meeting presider shall sign the meeting minutes and ensure the authenticity, accuracy and completeness of the minutes of the shareholders' general meeting.</u> Meeting minutes shall, together with the register of the present shareholders and the powers of attorney for attendance by proxy, and valid materials concerning votes through the internet and other means shall be kept together for a period of no less than 10 years.</p>
23.	<p>100. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution in order for it to be passed.</p> <p>Shareholders presenting at the shareholders' general meeting (including the shareholders' proxy) shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote. The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results represented by the shares of the abstention voter shall be filled with "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.</p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>	<p>100. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing <u>a majority</u> of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favour of the resolution in order for it to be passed.</p> <p>Shareholders presenting at the shareholders' general meeting (including the shareholders' proxy) shall give their opinions on each item submitted for vote, being: affirmative, negative or abstention vote, <u>unless securities registration and settlement institutions, as the nominal holders of shares that can be traded through Mainland-Hong Kong Stock Connect, make declarations according to the intention of actual holders.</u> The blank, falsely-filled and unreadable votes as well as the failure to vote shall be deemed as abstention, and the voting results represented by the shares of the abstention voter shall be filled with "abstention". The abstention vote shall be regarded as valid votes when the Company counts the votes in respect of the relevant matter.</p> <p>Where any shareholder is, under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against particular resolution, any vote cast or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
24.	<p>101.</p> <p>.....</p> <p>The board of directors, independent directors and shareholders who meet related provisions may publicly solicit the voting rights of shareholders. Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. The Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.</p>	<p>101.</p> <p>.....</p> <p><u>Shareholders, who purchase the voting shares of the Company in violation of provisions of the first clause and the second clause of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such shares shall not be included in the total number of shares with voting rights at a general meeting.</u></p> <p><u>The board of directors, independent directors and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC may publicly solicit the voting rights of shareholders.</u> Where the voting rights of a shareholder are being solicited, information such as the specific voting intention shall be fully disclosed to the shareholder. It is prohibited to solicit shareholders' voting rights in a covertly or overtly payable manner. <u>Save for statutory conditions, the Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.</u></p>
25.	<p>105. The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting:</p> <p>.....</p> <p>(3) removal of the members of the board of directors and of the supervisory committee, their remuneration and method of payment;</p> <p>(4) annual preliminary and final budgets, the Company's annual report, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>.....</p>	<p>105. The following matters shall be resolved by an ordinary resolution of a shareholders' general meeting:</p> <p>.....</p> <p>(3) <u>appointment and removal of the members of the board of directors and of the supervisory committee, their remuneration and method of payment;</u></p> <p>(4) <u>annual preliminary and final budgets and the annual reports of the Company;</u></p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
26.	<p>106. The following matters shall be resolved by a special resolution of a shareholders' general meeting:</p> <p>(1) the increase or reduction of the Company's share capital and the issue of share of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided by the Company exceeds 30% of the total assets of the Company as of the most recent audit;</p> <p>(6) stock-based incentive plan;</p> <p>(7) amendments to rights of holders holding different categories of shares; and</p> <p>(8) any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p> <p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>	<p>106. The following matters shall be resolved by a special resolution of a shareholders' general meeting:</p> <p>(1) the increase or reduction of the Company's share capital and the issue of share of any class, warrants and other similar securities;</p> <p>(2) the issue of debentures of the Company;</p> <p>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) amendments to these Articles;</p> <p>(5) where, within the period of one year, purchases or sales by the Company or the amount of the guarantee provided by the Company exceeds 30% of the total assets of the Company as of the most recent audit;</p> <p>(6) stock-based incentive plan;</p> <p>(7) amendments to rights of holders holding different categories of shares; and</p> <p>(8) any other matters stipulated by laws, administrative regulations and these Articles, and considered by the shareholders' general meeting, resolved by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by a special resolution.</p> <p>Any resolution passed by the general meeting shall be in compliance with the laws, administrative regulations of China and provisions of these Articles.</p>
27.	<p>108. The Company shall, on the premise of ensuring the legality and validity of the shareholders' general meeting, adopt various means and channels to make available online voting platforms and other modern information technology means on a priority basis to facilitate shareholders to attend the shareholders' general meeting.</p>	<p>(Deleted)</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
28.	<p>109. The name list of directors and supervisors candidates shall take the form of proposal and be submitted to the shareholders’ general meeting for vote.</p> <p>When the shareholders’ general meeting votes upon the election of directors and supervisors in accordance with the provisions of these Articles or the resolution adopted by the shareholders’ general meeting, the cumulative voting system may be used.</p> <p>The “cumulative voting” stated in the preceding paragraph shall mean when the shareholders’ general meeting is electing directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The board of directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.</p>	<p>108. The name list of directors and supervisors candidates shall take the form of proposal and be submitted to the shareholders’ general meeting for vote.</p> <p>When the shareholders’ general meeting votes upon the election of directors and supervisors in accordance with the provisions of these Articles or the resolution adopted by the shareholders’ general meeting, the cumulative voting system may be used. <u>If two or more independent directors are elected at the shareholders’ general meeting of the Company, a cumulative voting system shall be implemented.</u></p> <p>The “cumulative voting” stated in the preceding paragraph shall mean when the shareholders’ general meeting is electing directors or supervisors, each share shall have the same number of voting rights as the number of directors or supervisors who are up for election, and the voting rights of all the shareholders may be exercised in a centralized manner. The board of directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.</p>
29.	<p>129. Directors shall be elected or replaced by the shareholders’ general meeting. The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be reelected and reappointed. Directors shall not be dismissed at the shareholders’ general meeting without fair reasons prior to expiration of the term of office. The shareholders’ general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director’s right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p> <p>.....</p>	<p>128. <u>Directors shall be elected or replaced by the shareholders’ general meeting, and may be dismissed at the shareholders’ general meeting prior to expiration of the term of office. The term of office of each director is 3 years. The directors may, after the expiration of the term of office, be re-elected and re-appointed.</u> The shareholders’ general meeting may by ordinary resolution remove any director before the expiration of his term of office (but without prejudice to such director’s right to claim damages based on any contract) on the condition that all the relevant laws and administrative regulations are fully complied with.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
30.	<p>134. A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose relevant situation in accordance with the requirements of the stock exchange where the Company's shares are listed.</p> <p>If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a director, the existing director shall continue to perform his/her duties as a director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles until a newly elected Director takes office. The resignation of the original director shall be effective only after the succeeding director has filled his vacancy.</p> <p>Other than the circumstances specified in the preceding paragraph, the resignation of a director shall take effect upon receipt of the resignation by the Board of Directors.</p>	<p>133. A director may resign prior to the expiry of his/her term of office. When a director intends to resign, he/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose relevant situation in accordance with the requirements of the stock exchange where the Company's shares are listed.</p> <p>If the number of members of the Board of Directors falls below the statutory minimum number because of the resignation of a director, <u>or the proportion of independent directors on the Board of Directors or its specialised committees does not comply with the requirements of laws, regulations or the Articles of Association due to the resignation of an independent director, or if there is a lack of accounting professionals among the independent directors,</u> the existing director shall continue to perform his/her duties as a director in accordance with relevant laws, administrative regulations, department rules and the provisions of these Articles until a newly elected Director takes office. The resignation of the original director shall be effective only after the succeeding director has filled his vacancy.</p> <p>Other than the circumstances specified in the preceding paragraph, the resignation of a director shall take effect upon receipt of the resignation by the Board of Directors.</p>
31.	<p>135. Where the resignation of each director comes into force or his term of office expires, the director shall deal with all the required hand-over formalities to the board of directors.</p>	<p>134. Where the resignation of each director comes into force or his term of office expires, the director shall deal with all the required hand-over formalities to the board of directors. <u>His/her fiduciary duties towards the Company and the shareholders shall remain in force for six months after the end of his/her term of service.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
32.	<p>138. The Company shall have a board of directors. The board of directors shall consist of 7-11 directors, comprising 1 chairman and 1 to 2 vice chairman(s). The directors of the Company shall consist of executive directors, non-executive directors and independent non-executive directors (independent directors). An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no relationship with the Company and its major shareholder(s) that may prevent them from making objective and independent judgment.</p> <p>More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent non-executive directors who shall account for at least one-third of the board members and at least one independent non-executive director shall possess proper professional qualifications or proper accounting or finance-related management expertise.</p> <p>External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/ her/its duties, the Company shall provide necessary information. Among them, independent directors shall focus on matters closely relating to the interests of minority shareholders including the Company's related transactions, external guarantees, use of proceeds, merger and acquisition and restructuring, significant investing and financing activities, remuneration of senior management and distribution of profits. External directors may engage securities service institutions such as accountants or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed.</p>	<p>137. The Company shall have a board of directors. The board of directors shall consist of 7-11 directors, <u>and shall</u> comprising 1 chairman and <u>may comprising</u> 1 to 2 vice chairman(s). The directors of the Company shall consist of executive directors, non-executive directors and independent non-executive directors (independent directors). An executive director refers to a director who assumes a position competent in operations and management and is not independent as defined by law at the Company. A non-executive director refers to a director who does not assume a position competent in operations and management and is not independent as defined by law at the Company. An independent non-executive director refers to a director who holds no position in the Company other than the position of director and complies with the relevant provisions of the independence of independent directors in accordance with the requirements of the stock exchange where the Company's shares are listed, and has no <u>direct or indirect</u> relationship with the Company, <u>its major shareholder(s) and its actual controller or other factors that may influence them from making objective and independent judgment.</u></p> <p>More than half of the directors shall be external directors (the directors who don't hold posts in the Company), including at least 3 independent non-executive directors who shall account for at least one-third of the board members and at least one independent non-executive director shall possess proper professional qualifications or proper accounting or finance-related management expertise.</p> <p>External directors shall have sufficient time and necessary knowledge and ability to perform their duties. When an external director performs his/ her/its duties, the Company shall provide necessary information. <u>Among them, independent directors shall focus on matters closely relating to the interests of minority shareholders.</u> External directors may engage securities service institutions such as accountants or law firms to conduct auditing and examination or give opinions on relevant matters in accordance with relevant requirements of the stock exchange where the Company's shares are listed.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
33.	<p>139. Based on its needs, the Company shall establish specialized committees including the Strategy Committee of the Board of Directors, the Audit Committee of the Board of Directors, the Remuneration Committee of the Board of Directors and the Nomination Committee of the Board of Directors. In particular, the independent directors shall account for more than half of the members of the Audit Committee and act as the chairman, and at least one independent director shall possess proper professional qualifications or proper accounting or finance-related management expertise. The independent directors shall account for more than half of the members of the Remuneration Committee and act as the chairman.</p>	<p>138. Based on its needs, the Company shall establish specialized committees including the Strategy Committee of the Board of Directors, the Audit Committee of the Board of Directors, the Remuneration Committee of the Board of Directors and the Nomination Committee of the Board of Directors. <u>The members of the specialized committees shall all consist of directors. In particular, the independent non-executive directors shall account for more than half of the members of the Remuneration Committee and Nomination Committee and act as the convener or chairman. The Audit Committee shall consist of at least three members and all of its members shall be non-executive directors who do not hold senior management positions in the Company and its conveners or chairmen shall be an independent non-executive director who is accounting professional.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
34.	<p>141. The board of directors is responsible to the shareholders’ general meeting and exercises the following powers:</p> <p>.....</p> <p>(8) within the scope of authorization granted by the shareholders’ general meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected transactions;</p> <p>.....</p> <p>(10) appointing or dismissing managers and the secretary of the board of directors of the Company; according to nominations by managers, appointing or dismissing senior officers including the deputy general manager(s) and financial principal and secretary of the board of directors, and deciding on the remuneration, reward and punishment particulars of the preceding persons;</p> <p>.....</p> <p>(17) other functions and powers conferred by the laws, administrative rules, departmental regulations, and these Articles.</p> <p>Except for the board of director’s resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (12) of this provision which shall be passed by more than two-thirds of all the directors, the board of director’s resolutions in respect of all other matters may be passed by more than one half of all the directors.</p>	<p>140. The board of directors is responsible to the shareholders’ general meeting and exercises the following powers:</p> <p>.....</p> <p>(8) within the scope of authorisation granted by the shareholders’ general meeting, deciding such matters as external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, connected transactions <u>and external donations</u>;</p> <p>.....</p> <p>(10) appointing or dismissing the general manager <u>and the secretary of the board of directors of the Company</u>, appointing or dismissing the deputy general manager(s), the financial principal and other senior management personnel of the Company according to the nomination of the general manager, and deciding on matters of remuneration, rewards and punishments thereof;</p> <p>.....</p> <p>(17) other functions and powers conferred by the laws, administrative rules, departmental regulations, and these Articles.</p> <p>Except for the board of director’s resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (12) of this provision which shall be passed by more than two-thirds of all the directors, the board of director’s resolutions in respect of all other matters may be passed by more than one half of all the directors.</p>
35.	<p>144. The board of directors shall set forth powers regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth and connected associated transactions; shall establish strict examination and decision– making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders’ general meeting for approval.</p> <p>.....</p>	<p>143. The board of directors shall set forth powers regarding the approval of external investment, acquisition and sale of assets, mortgage of assets, external guarantee, entrusted management of wealth, connected associated transactions <u>and external donations</u>; shall establish strict examination and decision– making procedures; the major investment projects shall be subject to review by the relevant experts and professionals and be reported to the shareholders’ general meeting for approval.</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
36.	<p>148. Meetings of the board of directors shall be held at least fourth every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting.</p> <p>The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <ol style="list-style-type: none"> (1) it is deemed necessary by the chairman; (2) it is proposed by the general; (3) it is proposed by shareholders representing more than 10% voting right (4) it is proposed by more than one-third of the directors; (5) it is proposed by independent directors; (6) It is proposed by the Supervisory Committee; (7) it is required by the relevant regulatory authorities. <p>In case of convening an extraordinary meeting of the board of directors, it shall not be restricted by notifying ways of meeting as provided in the first paragraph of this Article.</p> <p>For any important matter subject to decision by the board of directors, all of the executive directors and external directors must be given advance notice by the time as required by this Article and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The directors may demand that supplementary materials be provided. If one-quarter or more of the directors or two or more of the external directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose that the board meeting be postponed or that some of the matters to be discussed at the board meeting be discussed at a later time. In such circumstances the board of directors shall accept the proposal.</p>	<p>147. Meetings of the board of directors shall be held at least fourth every year and convened by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting.</p> <p><u>The Company shall convene a meeting attended by all the Independent Directors on a regular or irregular basis.</u></p> <p>The chairman shall convene and preside over an extraordinary Board meeting within ten days of receiving such a proposal under the following circumstances:</p> <ol style="list-style-type: none"> (1) it is deemed necessary by the chairman; (2) it is proposed by the general; (3) it is proposed by shareholders representing more than 10% voting right (4) it is proposed by more than one-third of the directors; (5) it is proposed by <u>a majority of independent directors;</u> (6) It is proposed by the Supervisory Committee; (7) it is required by the relevant regulatory authorities. <p>In case of convening an extraordinary meeting of the board of directors, it shall not be restricted by notifying ways of meeting as provided in the first paragraph of this Article.</p> <p>For any important matter subject to decision by the board of directors, all of the executive directors and external directors must be given advance notice by the time as required by this Article and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The directors may demand that supplementary materials be provided. <u>If two or more of the independent directors believe that there is insufficient information or that the arguments are inconclusive,</u> they may jointly propose <u>in writing</u> that the board meeting be postponed or that some of the matters to be discussed at the board meeting be discussed at a later time. In such circumstances the board of directors shall accept the proposal.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
37.	<p>149. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>.....</p> <p>(2) For convening director’s extraordinary meeting, written notice of the meeting bearing the seal of the board of directors shall be sent by the secretary to the board of directors to each of the directors and the supervisors by announcement, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 4 days before the meeting.</p> <p>.....</p>	<p>148. Regular meetings and extraordinary meetings of the board of directors shall be notified in the following ways:</p> <p>.....</p> <p>(2) For convening director’s extraordinary meeting, <u>written notice of the meeting shall be sent by the secretary to the board of directors</u> to each of the directors and the supervisors by announcement, telex, telegram, facsimile, express delivery, registered mail or personal delivery not less than 4 days before the meeting.</p> <p>.....</p>
38.	<p>151. A meeting of the board of directors (including the directors appointing other directors to present at the meeting through written power of attorney as provided by Article 106) shall be held only if more than half of all the directors are present.</p> <p>Each director shall have one vote. Other than matters that must be passed by no less than two-thirds of all directors as prescribed by laws, regulations, regulatory documents and the Articles, resolutions of the board of directors must be passed by more than half of all the directors.</p> <p>Where the number of votes cast for and against a resolution are equal, the Chairman shall have the right to cast an additional vote.</p> <p>The opinions of independent directors shall be clearly stated in resolutions of the board of directors. For related-party transactions to be conducted by the Company and proposed at the general meeting for consideration, such transactions shall be endorsed by independent Directors before they are submitted to the Board for consideration.</p> <p>The prior endorsement of independent Directors shall obtain consent from more than half of all the independent Directors.</p>	<p>150. A meeting of the board of directors (including the directors appointing other directors to present at the meeting through written power of attorney as provided by Article 106) shall be held only if more than half of all the directors are present.</p> <p>Each director shall have one vote. Other than matters that must be passed by no less than two-thirds of all directors as prescribed by laws, regulations, regulatory documents and the Articles, resolutions of the board of directors must be passed by more than half of all the directors.</p> <p>Where the number of votes cast for and against a resolution are equal, the Chairman shall have the right to cast an additional vote.</p> <p>The opinions of independent directors shall be clearly stated in resolutions of the board of directors. <u>Any related-party transaction proposed by the Company which is required to be disclosed in accordance with laws and regulations, any proposal by the Company and its related parties to change or waive their undertakings, any decision proposed to be made and measures to be taken by the Board of Directors of the Company in relation to the acquisition of the Company, and any other matters stipulated in the laws, administrative rules and regulations and the Articles of Association of the Company shall be submitted to the Board of Directors for deliberation with the approval of more than half of all the independent directors of the Company.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
39.	154. Directors shall be responsible for resolutions of the Board of Directors. If resolutions of the Board of Directors violate the laws, administrative regulations or these Articles, thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.	153. Directors shall be responsible for resolutions of the Board of Directors. <u>If resolutions of the Board of Directors violate the laws, administrative regulations, these Articles or the resolutions of the general meeting,</u> thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.
40.	163. Such persons taking other posts, except for directors in the units of the controlling shareholders and actual controllers of the Company, shall not serve as senior officers.	162. <u>Such persons taking other administrative posts, except directors, supervisors in the units of the controlling shareholders of the Company, shall not serve as senior management. A senior management of the Company shall only receive remunerations from the Company, instead of being paid by the controlling shareholders.</u>
41.	169. Where the general managers and the senior executives of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation.	168. Where the general managers and the senior management of the Company violate laws, administrative rules, departmental regulations or these Articles when performing their duties, thus causing losses to the company, they shall be liable for compensation. <u>Senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. Senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</u>
42.	173. Supervisors shall ensure the authenticity, accuracy and completeness of information disclosed by the Company.	172. Supervisors shall ensure the authenticity, accuracy and completeness of information disclosed by the Company, <u>and sign written confirmation opinions for regular reports.</u>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
43.	<p>178. The supervisory committee shall consist of employee representative supervisors, external supervisors (who are not the employee of the Company) and shareholder representative supervisors. In particular, the number of employee representative supervisors shall not be less than one third of the number of the Supervisory Committee, while the number of external supervisors shall represent more than half of the number of the Supervisory Committee.</p> <p>The appointment and removal of shareholder representative supervisors and external supervisors shall be approved at the general meeting, while the appointment and removal of employee representative supervisors shall be approved through democratic means by the staff of the Company.</p> <p>The supervisory committee may set up one administrative body to be responsible for routine affairs.</p>	<p>177. <u>The Supervisory Committee shall comprise shareholder representatives and an appropriate proportion of employee representatives of the Company, which proportion shall not be lower than 1/3. The employee representatives in the Supervisory Committee shall be elected democratically at employee representatives' meetings, employees' meetings or in other forms.</u></p> <p><u>The appointment and removal of shareholder representative supervisors shall be approved at the general meeting.</u></p> <p>The supervisory committee may set up one administrative body to be responsible for routine affairs.</p>
44.	<p>181. The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>The supervisory committee can express its opinions on the accounting firm engaged and can engage another accounting firm in the name of the Company to check the review the financial affairs of the Company. Supervisors may report the situations directly to CSRC and other relevant authorities. Independent supervisors shall report the behavior of good faith and due diligence of the senior officers of the Company to the shareholders' general meeting.</p> <p>Supervisors shall be present at meetings of the board of directors and may raise questions or give advises on the resolutions of the board of directors.</p>	<p>180. The supervisory committee shall be accountable to the shareholders' general meeting and exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>The supervisory committee can express its opinions on the accounting firm engaged and can engage another accounting firm in the name of the Company to check the review the financial affairs of the Company. Supervisors may report the situations directly to CSRC and other relevant authorities. <u>The Supervisory Committee of the Company</u> shall report the behaviour of good faith and due diligence of the senior management of the Company to the shareholders' general meeting.</p> <p>Supervisors shall be present at meetings of the board of directors and may raise questions or give advises on the resolutions of the board of directors.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
45.	<p>209. The Company’s financial reports shall be made available for shareholders’ inspection at the Company’s domicile 20 days prior to the shareholders’ annual general meeting. Each shareholder shall have the right to obtain a copy of the financial reports referred to in this Chapter.</p> <p>A copy of the aforesaid financial reports and report of the board of directors shall be sent by prepaid mail by the Company to each holder of Overseas-Listed Foreign-Invested Shares at his address as registered in the register of members no late than 21 days before the date of every shareholders’ annual general meeting.</p> <p>On the condition that the Company acts according to applicable laws and regulations and has obtained prior written approval from relative shareholders, the Company may distribute financial abstract report to substitute the aforesaid corporate financial report. "Financial abstract report" has interpretation of GEM Listing Rules and Hong Kong Companies Ordinance.</p> <p>The related details shall implement in accordance with GEM Listing Rules and other applicable laws and regulations.</p>	<p>208. The Company’s financial reports shall be made available for shareholders’ inspection at the Company’s domicile 20 days prior to the shareholders’ annual general meeting. Each shareholder shall have the right to obtain a copy of the financial reports referred to in this Chapter.</p> <p><u>For each shareholder of overseas listed foreign shares, the Company shall send or otherwise make available the aforesaid report and the report of the Board of Directors in electronic form or make available the aforesaid report and/or corporate communication on the Company’s website and the website of the Stock Exchange at least 21 days prior to the date of the annual general meeting.</u></p> <p>On the condition that the Company acts according to applicable laws and regulations and has obtained prior written approval from relative shareholders, the Company may distribute financial abstract report to substitute the aforesaid corporate financial report. "Financial abstract report" has interpretation of GEM Listing Rules and Hong Kong Companies Ordinance.</p> <p>The related details shall implement in accordance with <u>Hong Kong</u> Listing Rules and other applicable laws and regulations.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
46.	<p>217. Dividends shall be distributed in accordance with the proportion of shares held by shareholders.</p> <p>Unless otherwise resolved by the shareholders' general meeting, the Company apart from distributing annual dividends, may by its board of directors acting under the power conferred by the shareholders' general meeting, distribute interim dividends, provided that the amount of interim dividends distributed shall not exceed 50% of the distributable profits as stated in the interim profit statement of the Company.</p>	<p>216. Dividends shall be distributed in accordance with the proportion of shares held by shareholders.</p> <p>Unless otherwise resolved by the shareholders' general meeting, the Company apart from distributing annual dividends, may by its board of directors acting under the power conferred by the shareholders' general meeting, distribute interim dividends, provided that the amount of interim dividends distributed shall not exceed 50% of the distributable profits as stated in the interim profit statement of the Company.</p> <p><u>When the Company convenes an annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, upper limit on the percentage and upper limit on the amount of cash dividends to be distributed in the interim period of the following year. The maximum amount of the next year's interim dividend to be considered at the annual general meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
47.	<p>219. In order to ensure consistent and stable dividends distribution policy, the Company shall focus on long-term and sustainable development, take the actual situation and development target into consideration comprehensively, and establish consistent, stable and scientific rewarding mechanism for the investors.</p> <p>The Company implements consistent, stable and positive profit distribution policy and emphasize reasonable investment rewarding for the shareholders. The Company may distribute its profits in the form of cash, shares or a combination of cash and shares. The Company shall distribute profits in the form of cash dividends as long as it satisfies the conditions for distribution of cash dividends. Where the Company distributes profit in the form of shares, the decision shall be made based on true and reasonable factors such as the Company’s cash flow, growth of the Company and the dilution of net assets per share.</p> <p>The profit distribution policy and distribution plan will be drafted and reviewed by the board of directors. The board of directors shall take the actual operation situation and future development into consideration, focus on long-term and sustainable development to establish systematic arrangement of dividends distribution and insist on the basic principle of cash dividends. The board of directors shall review shareholder dividends distribution policy at least each three years.</p>	<p>218. In order to ensure consistent and stable dividends distribution policy, the Company shall focus on long-term and sustainable development, take the actual situation and development target into consideration comprehensively, and establish consistent, stable and scientific rewarding mechanism for the investors.</p> <p><u>The Company’s profit distribution policy is:</u> the Company implements consistent, stable and positive profit distribution policy and emphasize reasonable investment rewarding for the shareholders. The Company may distribute its profits in the form of cash, shares or a combination of cash and shares. The Company shall distribute profits in the form of cash dividends as long as it satisfies the conditions for distribution of cash dividends. Where the Company distributes profit in the form of shares, the decision shall be made based on true and reasonable factors such as the Company’s cash flow, growth of the Company and the dilution of net assets per share. <u>In particular, the objective of the cash dividend policy is to stabilise dividend growth. When the Company’s net profit attributable to shareholders of the parent company for the year is negative, the Company may not distribute profits.</u></p> <p>The profit distribution policy and distribution plan will be drafted and reviewed by the board of directors. The board of directors shall take the actual operation situation and future development into consideration, focus on long-term and sustainable development to establish systematic arrangement of dividends distribution and insist on the basic principle of cash dividends. <u>The board of directors shall review the shareholders’ dividend policy from time to time, taking into account the actual circumstances.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
	<p>The board of directors shall achieve resolution on the profit distribution policy and profit distribution plan and propose such resolution to the shareholders' general meeting for review. Independent director shall review proposed profit distribution policy and profit distribution plan and raise specific written suggestions. The Company shall communicate with the shareholders especially minority shareholders by different ways, listen to their suggestions and respond to their questions immediately before shareholders' general meeting.</p>	<p>The board of directors shall achieve resolution on the profit distribution policy and profit distribution plan and propose such resolution to the shareholders' general meeting for review. <u>Independent Directors are entitled to express their independent opinions if they consider that the specific proposal for cash dividends may prejudice the interests of the Company or the small and medium-sized shareholders. If the Board of Directors does not adopt the opinion of the independent directors or does not fully adopt the opinion of the independent directors, it shall record the opinion of the independent directors and the specific reasons for not adopting his/her/their opinion in the resolution of the Board of Directors and disclose the same.</u> The Company shall communicate with the shareholders especially minority shareholders by different ways, listen to their suggestions and respond to their questions immediately before shareholders' general meeting.</p>
48.	<p>220. Except for special circumstances, if the profits and accumulated and not distributed profits of the Company is positive for the current year, it shall distribute dividends in cash, while the ratio of cash dividend not less than 10% of the distributable profits of the year for each of three years after the initial public offering and listing of A Shares of the Company. Special circumstances refer to:</p> <p>.....</p>	<p>219. Except for special circumstances, if the profits and accumulated and not distributed profits of the Company is positive for the current year, it shall distribute dividends in cash, <u>while the ratio of cash dividend shall be not less than 10% of the distributable profits of the year.</u> Special circumstances refer to:</p> <p>.....</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
49.	<p>221. The board of directors shall, by comprehensively considering the characteristics of the industry which the listed company belongs to, its development stage, business model and profitability, whether it has major capital expenditure arrangements and other factors, distinguish the following circumstances and propose differentiated cash dividend policies according to the procedures specified in these Articles:</p> <p>(1) Where the Company is in a mature stage of development and has no major capital expenditure arrangement, cash dividends shall account for at least 80% of all profits to be distributed by the Company in this round of profit distribution;</p> <p>(2) Where the Company is in a mature stage of development but has major capital expenditure arrangements, cash dividends shall account for at least 40% of all profits to be distributed by the Company in this round of profit distribution; and</p> <p>(3) Where the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of all profits to be distributed by the Company in this round of profit distribution.</p> <p>Where the Company has major capital expenditure arrangements, but its development stage is difficult to distinguish, the Company may distribute cash dividends in accordance with the preceding item.</p> <p>When the cash dividends conditions are satisfied, the board of directors can propose mid-term cash distribution pursuant to profit and capital requirements situation of the Company.</p>	<p>220. The board of directors shall, by comprehensively considering the characteristics of the industry which the listed company belongs to, <u>its development stage, business model, profitability, ability to repay debts, whether it has major capital expenditure arrangements, investor returns and other factors</u>, distinguish the following circumstances and propose differentiated cash dividend policies according to the procedures specified in these Articles:</p> <p>(1) Where the Company is in a mature stage of development and has no major capital expenditure arrangement, cash dividends shall account for at least 80% of all profits to be distributed by the Company in this round of profit distribution;</p> <p>(2) Where the Company is in a mature stage of development but has major capital expenditure arrangements, cash dividends shall account for at least 40% of all profits to be distributed by the Company in this round of profit distribution; and</p> <p>(3) Where the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of all profits to be distributed by the Company in this round of profit distribution.</p> <p>Where the Company has major capital expenditure arrangements, but its development stage is difficult to distinguish, the Company may distribute cash dividends in accordance with the preceding item.</p> <p><u>The proportion of cash dividends in this profit distribution is the sum of cash dividends divided by cash dividends and stock dividends..</u></p> <p>When the cash dividends conditions are satisfied, the board of directors can propose mid-term cash distribution pursuant to profit and capital requirements situation of the Company.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
50.	<p>223. The profit distribution of the Company shall satisfy the regulatory requirements or regulations, not exceeding cumulative allocable profits, and not affecting the ability of consistent operation. If the Company achieved profitability in the last fiscal year, and the board of directors have not proposed cash dividends plan after the end of the last fiscal year, the Company shall clarify the reasons of not distributing profit, the use of credit reserved in the Company in the annual report and independent director shall issue independent opinion.</p> <p>If the following situation appear and passed by the shareholders representing more than two thirds of the voting rights of all shareholders present at the shareholders' general meeting, the Company can adjust or change the aforementioned profit distribution policy:</p> <ol style="list-style-type: none"> (1) relevant regulations or rules have changed or been adjusted; (2) warning signs appear in risk control index including net capital; (3) the deterioration of the Company operation; (4) the board of directors propose to adjust. <p>By the end of each fiscal year, the board of directors shall propose distribution plan, and submit to shareholders' general meeting for decision-making process. The opinions of independent directors and minority shareholders shall be fully listened and network platform for voting shall be provided for shareholders attending the meeting. The Company accept the supervisions and suggestions of profits distribution by all shareholders. The adjustment or change of profits distribution policy shall be adopted by at least two-thirds of the voting rights represented by the shareholders present at the general meeting of shareholders and independent directors shall issue independent opinions on the amendments of the profit distribution plan.</p>	<p>222. The profit distribution of the Company shall satisfy the regulatory requirements or regulations, not exceeding cumulative allocable profits, and not affecting the ability of consistent operation. If the Company achieved profitability in the last fiscal year, and the board of directors have not proposed cash dividends plan after the end of the last fiscal year, <u>the Company shall clarify the reasons of not distributing profit, the use of credit reserved in the Company in the annual report.</u></p> <p>If the following situation appear and passed by the shareholders representing more than two thirds of the voting rights of all shareholders present at the shareholders' general meeting, the Company can adjust or change the aforementioned profit distribution policy:</p> <ol style="list-style-type: none"> (1) relevant regulations or rules have changed or been adjusted; (2) warning signs appear in risk control index including net capital; (3) the deterioration of the Company operation; (4) the board of directors propose to adjust. <p>By the end of each fiscal year, the board of directors shall propose distribution plan, and submit to shareholders' general meeting for decision-making process. The opinions of independent directors and minority shareholders shall be fully listened and network platform for voting shall be provided for shareholders attending the meeting. The Company accept the supervisions and suggestions of profits distribution by all shareholders. <u>The adjustment or change of profits distribution policy shall be adopted by at least two-thirds of the voting rights represented by the shareholders present at the general meeting of shareholders.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
	<p>The Company shall disclose the formulation and implementation of profits distribution policy and other relevant situations in the annual report. For adjustment or change of cash dividends, whether the conditions and process are legal and transparent need to be clarified with more details.</p> <p>When a shareholder occupies the funds of the Company illegally, the Company shall deduct the cash dividends distributed to the shareholder to cover the occupied credit.</p>	<p>The Company shall disclose the formulation and implementation of profits distribution policy and other relevant situations in the annual report. For adjustment or change of cash dividends, whether the conditions and process are legal and transparent need to be clarified with more details.</p> <p>When a shareholder occupies the funds of the Company illegally, the Company shall deduct the cash dividends distributed to the shareholder to cover the occupied credit.</p>
51.	<p>227. After the shareholders’ general meeting has adopted the resolution on the plan for distribution of the Company’s profits, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months from the end of the shareholders’ general meeting.</p>	<p>226. After the shareholders’ general meeting has adopted the resolution on the plan for distribution of the Company’s profits <u>or after the board of directors of the Company has formulated a specific plan in accordance with the conditions and ceilings for the interim dividend distribution for the following year as considered and approved by the annual general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months.</u></p>
52.	<p>229. The Company shall appoint an independent firm of accountants which is qualified under the relevant regulations of the State and “qualify for securities-related businesses” to provide services of auditing the Company’s annual reports, capital authentication and other relevant services.</p>	<p>228. <u>The Company shall appoint a firm of accountants which is qualified under the relevant regulations of the State to provide services of auditing the Company’s annual reports, capital authentication and other relevant services.</u></p>
53.	<p>232. The appointment by the Company of accounting firms shall be decided by the shareholders’ general meeting and the board of directors shall not appoint the accounting firm before the resolution is adopted by the shareholders’ general meeting. The auditing fee for the accounting firm shall be decided by the shareholders’ general meeting.</p>	<p>231. The appointment by the Company of accounting firms shall be decided by the shareholders’ general meeting and the board of directors shall not appoint the accounting firm before the resolution is adopted by the shareholders’ general meeting. The auditing fee for the accounting firm shall be decided by the shareholders’ general meeting.</p> <p><u>The Company guarantees that it will provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsehood.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
54.	<p>236. Prior to the removal or the non-renewal of the appointment of the accountants firm, notice of such removal or non-renewal shall be given to the accountants firm and such firm shall have the right to make representation to the shareholders' general meeting. Where the accountants firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>An accountants firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the preceding subparagraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under item (2) of the second paragraph of Article 235, a copy of such statement shall be placed at the Company for shareholders' inspection. The Company should also send a copy of such statement by prepaid mail to every holder of Overseas-Listed Foreign-Invested Shares at the address registered in the register of shareholders.</p> <p>Where the accountants firm's notice of resignation contains a statement of any circumstance which should be brought to the notice of the shareholders or creditors of the Company, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>235. Prior to the removal or the non-renewal of the appointment of the accountants firm, notice of such removal or non-renewal shall be given to the accountants firm and such firm shall have the right to make representation to the shareholders' general meeting. Where the accountants firm resigns its post, it shall make clear to the shareholders' general meeting whether there is any impropriety on the part of the Company.</p> <p>An accountants firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p> <p>(2) a statement of any such circumstances.</p> <p>Where a notice is deposited under the preceding subparagraph, the Company shall within 14 days send a copy of the notice to the relevant governing authority. If the notice contains a statement under item (2) of the second paragraph of Article 234, a copy of such statement shall be placed at the Company for shareholders' inspection. <u>For each overseas listed foreign shareholder, the Company shall also send in electronic form or otherwise make available to each overseas listed foreign shareholder the said statement or the Company may make available a copy of the statement on the Company's website and the website of the Stock Exchange.</u></p> <p>Where the accountants firm's notice of resignation contains a statement of any circumstance which should be brought to the notice of the shareholders or creditors of the Company, it may require the board of directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
55.	<p>242.</p> <p>.....</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company’s resolution to merge and shall make an announcement of the merger at least 3 times in a newspaper within 30 days from the date of the Company’s resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the first public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt. Where the Company fails to repay its debts or provide corresponding guarantees for such debts, it may not be merged.</p> <p>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger.</p>	<p>241.</p> <p>.....</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. <u>The Company shall notify its creditors within 10 days from the date of the Company’s resolution to merge and shall make an announcement of the merger in a newspaper within 30 days from the date of the Company’s resolution to merge. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt.</u></p> <p>After the merger, the rights and liabilities of each of the merged parties shall be assumed by the company which survives the merger or the new company established as a result of the merger.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
56.	<p>243. When the Company is divided, its assets shall be split up accordingly.</p> <p>In the event of division of the Company, all parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution to divide and shall make an announcement of the division at least 3 times in a newspaper within 30 days from the date of the Company's resolution to divide. A creditor has the right within 30 days of receiving such notice from the Company or, for creditors who do not receive the notice, within 45 days of the date of the first public announcement, to demand that the Company repay its debts to that creditor or provide a corresponding guarantee for such debt. Where the Company fails to repay its debts or provide corresponding guarantees for such debts, it may not be divided.</p> <p>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>	<p>242. When the Company is divided, its assets shall be split up accordingly.</p> <p><u>In the event of division of the Company, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the Company's resolution to divide and shall make an announcement of the division in a newspaper within 30 days from the date of the Company's resolution to divide.</u></p> <p>For the debts of the Company prior to the said division, the Company existing thereafter shall bear the joint and several liabilities, unless otherwise specified in the written agreement which is concluded before the said division by the Company with its creditors on the settlement of the Company's debts.</p>
57.	/	<p><u>243. Where the Company is required to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the resolution for reduction of registered capital and shall publish an announcement in newspapers within 30 days from the date of such resolution. A creditor has the rights, within 30 days after receipt of the notice or, in the case of a creditor who does not receive such notice, within 45 days from the date of the announcement, to demand the Company to repay its debts or to provide a guarantee for such debt. The registered capital of the Company after reduction shall not be less than the statutory minimum amount.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
58.	<p>244. When the Company merges or divides and there is a change in any item in its registration, the Company shall change its registration with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law.</p>	<p>244. When the Company merges or divides and there is a change in any item in its registration, the Company shall change its registration with the company registration authority in accordance with the law. When the Company dissolves, the Company shall cancel its registration in accordance with the law. When a new company is established, its establishment shall be registered in accordance with the law. <u>When increasing or reducing the registered capital, the Company shall register the changes with company registration authorities in accordance with the laws.</u></p>
59.	<p>249. The liquidation group shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in a newspapers at least three times. A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the first public announcement, report its creditors' rights to the liquidation group.</p> <p>.....</p>	<p>249. <u>The liquidation group shall within 10 days of its establishment send a notice to creditors, and within 60 days of its establishment make a public announcement in newspapers. A creditor shall within 30 days of receiving the notice, or for creditors who do not receive the notice, within 45 days of the date of the public announcement, report its creditors' rights to the liquidation group.</u></p> <p>.....</p>
60.	<p>251.</p> <p>.....</p> <p>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class and proportion of their shareholdings.</p> <p>During the liquidation period, the Company shall not commence any new operational activities.</p>	<p>251.</p> <p>.....</p> <p>The assets of the Company remaining after its debts have been repaid in accordance with the provisions of the preceding paragraph shall be distributed to its shareholders according to the class and proportion of their shareholdings.</p> <p><u>During the liquidation period, the Company continues to exist but may not carry out any operation that is not for purposes of carrying out liquidation.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
61.	<p>253. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the shareholder’s general meeting or the relevant governing authority for confirmation.</p> <p>The liquidation group shall also within 30 days after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p>253. Following the completion of liquidation, the liquidation group shall present a report on liquidation and prepare a statement of the receipts and payments during the period of liquidation and financial books and records which shall be audited by Chinese registered accountants and submitted to the shareholder’s general meeting or the relevant governing authority for confirmation.</p> <p><u>The liquidation group shall also after such confirmation, submit the documents referred to in the preceding paragraph to the company registration authority and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</u></p>
62.	<p>258. The amendments to these Articles involving the contents of the Mandatory Provisions for the Articles of Association of the Companies Listed Overseas shall become effective upon approvals by the company approval authorities of the CSRC (if necessary). If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</p>	<p><u>258. The amendments to these Articles involving any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with law.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
63.	<p>261. Save as otherwise required by these Articles, notices of the Company shall be served by the following methods:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by announcement;</p> <p>(4) by announcement on the website designated by the stock exchange at the location where the Company’s shares are listed in accordance with the laws, administrative regulations and listing rules of the stock exchange at the location where the Company’s shares are listed;</p> <p>(5) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;</p> <p>(6) by other means as required by these Articles.</p> <p>Unless the context otherwise requires, “announcement” referred to herein means an announcement published in newspapers or websites in the PRC as to the announcement made to holders of Domestic Shares or the announcement required to be published in the PRC according to the relevant provisions and these Articles, which shall be as specified in PRC laws and regulations or designated, approved or permitted by the CSRC. In respect of the announcement sent to holders of H Shares of the Company or required to be sent in Hong Kong pursuant to relevant regulations and these Articles, the announcement shall be published in the newspapers or other designated media as required by Hong Kong listing rules.</p>	<p>261. Save as otherwise required by these Articles, notices of the Company shall be served by the following methods:</p> <p>(1) by hand;</p> <p>(2) by mail;</p> <p>(3) by announcement;</p> <p>(4) by announcement on the website designated by the stock exchange at the location where the Company’s shares are listed in accordance with the laws, administrative regulations and listing rules of the stock exchange at the location where the Company’s shares are listed;</p> <p>(5) by other means agreed before between the Company and the recipient or accepted by the recipient after receiving notice;</p> <p>(6) by other means as required by these Articles.</p> <p>Unless the context otherwise requires, “announcement” referred to herein means an announcement published in newspapers or websites in the PRC as to the announcement made to holders of Domestic Shares or the announcement required to be published in the PRC according to the relevant provisions and these Articles, which shall be as specified in PRC laws and regulations or designated, approved or permitted by the CSRC. In respect of the announcement sent to holders of H Shares of the Company or required to be sent in Hong Kong pursuant to relevant regulations and these Articles, the announcement shall be published <u>on the designated websites of the Stock Exchange and the Company’s website, or</u> in the newspapers or other designated media as required by Hong Kong Listing Rules.</p> <p><u>The “Corporate Communications” and “Actionable Corporate Communications” required to be sent by the Company to the holders of H Shares as set out in these Articles will be sent in accordance with the relevant requirements of the Hong Kong Listing Rules.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S.N	The current Articles of Association	Amended Articles of Association
64.	<p>268. Any matters unspecified in these Articles shall follow the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed. If the requirements of these Articles are contradicted to those specified by relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed, the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed shall prevail.</p> <p>Upon the consideration and approval at the general meeting and class meetings of the Company, these Articles shall take effect on the date of initial public offering and listing of the Company's RMB ordinary shares (A Shares).</p>	<p>268. Any matters unspecified in these Articles shall follow the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed. If the requirements of these Articles are contradicted to those specified by relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed, the requirements of relevant laws and regulations, regulatory documents and listing rules of the stock exchange where the Company's shares are listed shall prevail.</p>

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
1.	<p>4. The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>(XVII) to consider the equity incentive plan and employee shareholding plan;</p> <p>(XVIII) the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of domestic shares with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the convention date of the annual shareholders' general meeting for the next year, except where otherwise provided for by applicable laws and regulations;</p> <p>.....</p>	<p>4. The general meeting is the organ of authority of the Company, and shall exercise the following functions and powers in accordance with law:</p> <p>.....</p> <p>(XVII) to consider the equity incentive <u>scheme and the employee share ownership plan (including only those cases which are required to be considered by the shareholders' general meeting in accordance with relevant laws and regulations, listing rules and regulatory documents);</u></p> <p>(XVIII) the annual shareholders' general meeting of the Company may authorize the board of directors to decide the issuance of <u>A shares</u> with a total financing amount of no more than RMB300 million and no more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the convention date of the annual shareholders' general meeting for the next year, <u>subject only to the relevant provisions of other laws and regulations, including the Hong Kong Listing Rules (if applicable);</u></p> <p>.....</p>
2.	<p>8. Independent directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting according to the requirements of the Articles, and shall make such proposal in a written form. For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.</p> <p>Where the Board of Directors agrees to hold such a meeting, a notice of general meeting shall be given within five days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement shall be made.</p>	<p>8. Independent directors shall be entitled to make a proposal to the Board of Directors on holding an extraordinary general meeting according to the requirements of the Articles, and shall make such proposal in a written form. <u>The exercise of such power by the independent directors shall be approved by more than half of all the independent directors.</u> For such a proposal, the Board of Directors shall give a written reply on whether to agree or not to hold such meeting within ten days upon receipt of the proposal in accordance with the laws, administrative regulations and the Articles.</p> <p>Where the Board of Directors agrees to hold such a meeting, a notice of general meeting shall be given within five days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold such a meeting, its reasons shall be given and an announcement shall be made.</p>

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
3.	<p>21. The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting, and a safe, economical and convenient internet or other means shall be used to enable shareholders to have access to the general meeting in accordance with the provisions of the laws, administrative regulations, the CSRC or the Articles of Association of the Company. The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>.....</p>	<p>21. The place for holding the Company's general meetings shall be: the residence of corporation or the place specified in the notice of the general meeting.</p> <p>A general meeting shall be held at a meeting place in the form of on-site meeting. <u>The Company will also enable shareholders to have access to the general meeting by providing online voting.</u> The shareholders that have participated in the meeting through access of any aforesaid means shall be deemed as having attended the meeting.</p> <p>.....</p>
4.	<p>32. In the annual general meeting, the Board of Directors and the Supervisory Committee shall report their work during the past year to the general meeting. Each independent director shall also present a work report.</p>	<p>32. In the annual general meeting, the Board of Directors and the Supervisory Committee shall report their work during the past year to the general meeting. Each independent director shall also present a work report. <u>The annual report of independent directors should be disclosed no later than when the Company gives notice of its annual general meeting.</u></p>
5.	<p>34. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favour of the resolution in order for it to be passed.</p>	<p>34. Resolutions of shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.</p> <p>To adopt an ordinary resolution, votes representing a majority of the voting rights represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favour of the resolution in order for it to be passed.</p>

S.N	The current Rules of Procedure for The General Meeting	Amended Rules of Procedure for The General Meeting
6.	<p>45. Where voting for the election of directors or supervisors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting. The cumulative voting system shall be implemented when the largest shareholder and persons acting in concert interest hold 30% or above of the total shares of the Company.</p> <p>The cumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the general meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the votes on one candidate. The board of directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.</p>	<p>45. Where voting for the election of directors or supervisors at the meeting, cumulative voting system can be adopted in accordance with the provisions in the Articles or resolutions made at the meeting. The cumulative voting system shall be implemented when the largest shareholder and persons acting in concert interest hold 30% or above of the total shares of the Company. <u>If two or more independent directors are elected at the shareholders' general meeting of the Company, a cumulative voting system shall be implemented.</u></p> <p>The cumulative voting system as mentioned in the preceding paragraph means that in the election of directors or supervisors at the general meeting, each share carries a voting right equivalent to the number of directors or supervisors to be elected. A shareholder may concentrate the votes on one candidate. The board of directors shall announce the resume and basic information of each candidate of directors and supervisors to the shareholders.</p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
1.	<p>6. The Board of Directors comprises seven to eleven directors, of which one shall be appointed as the chairman of the Board of Directors and one to two shall be appointed as vice chairman of the Board of Directors.</p> <p>The Company’s directors shall include executive directors, non-executive directors and independent non-executive directors (independent Directors). An executive director refers to a director who holds an internal position competent in operations and management in the Company and is not independent as defined by law. A non-executive director refers to a director who does not hold an internal position competent in operations and management and is not independent as defined by law. An independent non-executive Director refers to a director who does not hold any other position in the Company other than the directorship, satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company’s shares are listed and does not have any relationship with the Company and substantial shareholders of the Company that could materially interfere with the exercise of his/her independent and objective judgment.</p> <p>.....</p>	<p>6. The Board of Directors comprises seven to eleven directors, of which one shall be appointed as the chairman of the Board of Directors and one to two shall be appointed as vice chairman of the Board of Directors.</p> <p>The Company’s directors shall include executive directors, non-executive directors and independent non-executive directors (independent Directors). An executive director refers to a director who holds an internal position competent in operations and management in the Company and is not independent as defined by law. A non-executive director refers to a director who does not hold an internal position competent in operations and management and is not independent as defined by law. An independent non-executive Director refers to a director who does not hold any other position in the Company other than the directorship, satisfies the requirements on independence by the listing rules of the stock exchange of the place where the Company’s shares are listed and does not have any direct or indirect relationship with the Company, <u>its major shareholder(s) and its actual controller or other factors that may influence them from making objective and independent judgment.</u></p> <p>.....</p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
2.	<p>8. The non-employee representative Directors of the Company shall be elected and removed by a general meeting, with a term of three years.</p> <p>Upon expiration of the term of office, a director shall be eligible to offer himself/herself for re-election and reappointment. Prior to the expiration of his/her term, a director shall be removed from his/her office by a general meeting. Subject to the relevant laws and administrative regulations, the general meeting may remove any Director by ordinary resolution prior to the expiration of such Director's term, but without prejudice to any claim for damages which such Director may have under any contract.</p> <p>The chairman and the vice chairman of the Board of Directors shall be elected or removed by a simple majority of all the directors. The term of office of the chairman and the vice chairman shall be three years, renewable upon re-election and reappointment.</p>	<p>8. The non-employee representative Directors of the Company shall be elected and removed by a general meeting, with a term of three years.</p> <p>Upon expiration of the term of office, a director shall be eligible to offer himself/herself for re-election and reappointment. <u>An independent director may not serve for more than six consecutive years.</u> Prior to the expiration of his/her term, a director shall be removed from his/her office by a general meeting. Subject to the relevant laws and administrative regulations, the general meeting may remove any Director by ordinary resolution prior to the expiration of such Director's term, but without prejudice to any claim for damages which such Director may have under any contract.</p> <p>The chairman and the vice chairman of the Board of Directors shall be elected or removed by a simple majority of all the directors. The term of office of the chairman and the vice chairman shall be three years, renewable upon re-election and reappointment.</p>
3.	<p>11. The Board of Directors establishes special committees such as the Strategy Committee, Audit Committee, Remuneration Committee and Nomination Committee under the Board of Directors. All members of Board committees shall be directors. Independent directors shall account for the majority of members of the Audit Committee, the Remuneration Committee and the Nomination Committee, and shall serve as the convener. The convener of the Audit Committee shall be an accounting professional.</p>	<p>11. The Board of Directors establishes special committees such as the Strategy Committee, Audit Committee, Remuneration Committee and Nomination Committee under the Board of Directors. All members of Board committees shall be directors. <u>The Remuneration Committee and the Nomination Committee should comprise more than half of independent non-executive directors and be chaired by an independent non-executive director (the "Convener"); and the Audit Committee should be composed entirely of non-executive directors who do not hold senior management positions in the Company, and the Convener of the Audit Committee should be an independent non-executive director and a member of the accounting profession.</u></p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
4.	<p>13. The Board shall be accountable to the general meeting and exercise the following powers and duties:</p> <p>.....</p> <p>(X) to appoint or dismiss the general manager; to decide to appoint or dismiss the Company’s deputy general manager, chief financial officer and senior management such as the Board Secretary as nominated by the general manager, and to determine their remunerations and disciplinary matters;</p> <p>.....</p> <p>(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules or the Articles or other functions as granted by the general meetings.</p> <p>The Board of Directors may resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (VI), (VII), and (XII), in which approval of two thirds of the directors is required.</p>	<p>13. The Board shall be accountable to the general meeting and exercise the following powers and duties:</p> <p>.....</p> <p>(X) <u>to appoint or dismiss the general manager and the Board Secretary / Company Secretary, appoint or dismiss the deputy general manager(s), the financial principal and other senior management personnel of the Company according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments thereof;</u></p> <p>.....</p> <p>(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules or the Articles or other functions as granted by the general meetings</p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
5.	<p>14. At least four regular meetings of the Board shall be held in each year and shall be convened by the Chairman of the Board of Directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting. Under any of the following circumstances, the Chairman of the Board of Directors shall convene and chair the extraordinary meeting within ten (10) days after the occurrence of such circumstance:</p> <p>(I) as considered necessary by the chairman of the Board;</p> <p>(II) as proposed by the general manager;</p> <p>(III) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(IV) as proposed by over one-third of the directors;</p> <p>(V) as proposed by independent directors;</p> <p>(VI) as proposed by the supervisory committee;</p> <p>(VII) as requested by relevant regulatory departments.</p>	<p>14. At least four regular meetings of the Board shall be held in each year and shall be convened by the Chairman of the Board of Directors. Notice of the meeting shall be served in writing to on all directors 14 days before the date of the meeting. Under any of the following circumstances, the Chairman of the Board of Directors shall convene and chair the extraordinary meeting within ten (10) days after the occurrence of such circumstance:</p> <p>(I) as considered necessary by the chairman of the Board;</p> <p>(II) as proposed by the general manager;</p> <p>(III) as proposed by shareholder(s) representing 10% or more of the voting rights;</p> <p>(IV) as proposed by over one-third of the directors;</p> <p>(V) as proposed by more than half of the independent directors;</p> <p>(VI) as proposed by the supervisory committee;</p> <p>(VII) as requested by relevant regulatory departments.</p>
6.	<p>15. Before giving the notice on convening a regular meeting, the Board Secretary shall fully consult all directors to form the initial proposal and then submit it to the chairman for approval.</p> <p>The chairman, if necessary, shall consult the general manager or other senior management officers before finalising the proposal.</p>	<p>15. Before giving the notice on convening a regular meeting, the Board Secretary should fully consult all directors to form the initial proposal and then submit it to the chairman for approval.</p> <p>The chairman, if necessary, shall consult the general manager or other senior management officers before finalising the proposal.</p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
7.	<p>19. The written notice for the meeting of the Board of Directors shall include the following content:</p> <p>(I) session of the meeting of the Board of Directors and the date and place of the meeting;</p> <p>(II) the form of the meeting;</p> <p>(III) matters (proposals) to be considered;</p> <p>(IV) convener and chairman of the meeting;</p> <p>(V) the requirement that a director shall attend the meeting in person or by proxy;</p> <p>(VI) the contact person and contact method;</p> <p>(VII) date of giving the notice.</p> <p>The notice for such meeting to be sent by verbal means or by telephone shall at least include the above item (I) and (II), as well as the description for convening the extraordinary meeting of the Board of Directors in case of the urgent situation.</p>	<p>19. The written notice for the meeting of the Board of Directors shall include the following content:</p> <p>(I) session of the meeting of the Board of Directors and the date and place of the meeting;</p> <p>(II) the form of the meeting;</p> <p>(III) <u>duration of the meetings;</u></p> <p>(IV) matters (proposals) to be considered;</p> <p>(V) convener and chairman of the meeting;</p> <p>(VI) the requirement that a director shall attend the meeting in person or by proxy;</p> <p>(VII) the contact person and contact method;</p> <p>(VIII) date of giving the notice.</p> <p>The notice for such meeting to be sent by verbal means or by telephone shall at least include the above item (I) and (II), as well as the description for convening the extraordinary meeting of the Board of Directors in case of the urgent situation.</p>
8.	<p>20. The Board Secretary shall provide adequate information before the meeting, including background information relating to the topics for discussion and information and data helping the directors learn about the business development of the Company.</p> <p>Where two or more of the independent Directors are of the opinion that the information provided is insufficient or unclear, they may make a joint proposal in writing to the Board to postpone the holding of the Board meeting or postpone consideration of the issues, and the Board shall adopt such a proposal.</p>	<p>20. The Board Secretary shall provide adequate information before the meeting, including background information relating to the topics for discussion and information and data helping the directors learn about the business development of the Company.</p> <p>Where two or more of the independent Directors are of the opinion that <u>the meeting materials are incomplete, insufficiently argued or not provided in a timely manner,</u> they may make a joint proposal in writing to the Board to postpone the holding of the Board meeting or postpone consideration of the issues, and the Board shall adopt such a proposal.</p>

S.N	The current Rules of Procedure for The Board of Directors	Amended Rules of Procedure for The Board of Directors
9.	<p>23. A meeting of the Board of Directors of the Company shall be held only if more than half of all the directors are present. The supervisors may attend the meetings of the Board of Directors as non-voting participants, and the president and the secretary of the Board of Directors who do not hold the concurrent post of the director shall attend the meetings of the Board of Directors as non-voting participants. When the chairman of the Board of Directors deems necessary, other relevant persons may be notified to attend the meetings of the Board of Directors as non-voting participants.</p>	<p>23. A meeting of the Board of Directors of the Company shall be held only if more than half of all the directors are present. The supervisors may attend the meetings of the Board of Directors as non-voting participants, and the president and the secretary of the Board of Directors who do not hold the concurrent post of the director shall attend the meetings of the Board of Directors as non-voting participants. When the chairman of the Board of Directors deems necessary, other relevant persons may be notified to attend the meetings of the Board of Directors as non-voting participants.</p>
10.	<p>33. The opinions expressed by an independent director shall be clearly recorded in the Board's resolutions. For related-party transactions to be conducted by the Company and proposed at the general meeting for consideration, such transactions shall obtain the prior approval opinion by independent directors before they are submitted to the Board for consideration.</p> <p>The prior approval opinion of independent Directors shall obtain content from more than half of all the independent Directors.</p>	<p>33. The opinions expressed by an independent director shall be clearly recorded in the Board's resolutions. <u>Any related-party transaction proposed by the Company which is required to be disclosed in accordance with laws and regulations, any proposal by the Company and its related parties to change or waive their undertakings, any decision proposed to be made and measures to be taken by the Board of Directors of the Company in relation to the acquisition of the Company, and any other matters stipulated in the laws, administrative rules and regulations and the Articles of Association of the Company shall be submitted to the Board of Directors for deliberation with the approval of more than half of all the independent directors of the Company.</u></p>

S.N	The current Rules of Procedure for The Supervisory Committee	Amended Rules of Procedure for The Supervisory Committee
1.	<p>5. The Supervisory Committee shall consist of three to five supervisors, of which one shall be the chairman of the Supervisory Committee.</p> <p>The term of office for each supervisor is three years, whose term is renewable upon re-election.</p> <p>The appointment and removal of the chairman of the Supervisory Committee shall be approved by two thirds or more of all supervisors. The term of office for the chairman of the Supervisory Committee is three years, whose term is renewable upon re-election.</p>	<p>5. The Supervisory Committee shall consist of three to five supervisors, of which one shall be the chairman of the Supervisory Committee.</p> <p>The term of office for each supervisor is three years, whose term is renewable upon re-election.</p> <p><u>The appointment and removal of the supervisors representing shareholders shall be approved by the general meeting, and the appointment and removal of the supervisors representing employees shall be democratically by the employees of the Company.</u></p> <p>The term of office for the chairman of the Supervisory Committee is three years, whose term is renewable upon re-election.</p>
2.	<p>8.</p> <p>.....</p> <p>The remaining/previous Supervisory Committee shall convene an extraordinary general meeting, the employee representatives meeting or the employee meeting or other forms of meetings as soon as practicable, so as to elect a supervisor to fill the vacancy arising from the resignation of such supervisor.</p> <p>Apart from change, resignation or expiry of term of supervisor resulted from the above circumstances, no supervisor shall leave its office without permission. A supervisor whose term of office has not expired shall be accountable to indemnify the Company against any losses incurred from his/her leave of office without permission.</p>	<p>8.</p> <p>.....</p> <p>The remaining/previous Supervisory Committee shall convene an extraordinary general meeting, the employee representatives meeting <u>or the employee meeting</u> or other forms of meetings as soon as practicable, so as to elect a supervisor to fill the vacancy arising from the resignation of such supervisor.</p> <p>Apart from change, resignation or expiry of term of supervisor resulted from the above circumstances, no supervisor shall leave its office without permission. A supervisor whose term of office has not expired shall be accountable to indemnify the Company against any losses incurred from his/her leave of office without permission.</p>
3.	<p>19. Resolutions of the Supervisory Committee shall be approved by two-thirds or more of all the supervisors.</p>	<p>19. Resolutions of the Supervisory Committee shall be approved by <u>a majority of</u> all the supervisors.</p>

NOTICE OF AGM



上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*

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

(Stock Code: 1349)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “AGM”) of 上海復旦張江生物醫藥股份有限公司 (Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*) (the “Company”) shall be held at Conference room, ground floor, PARKYARD HOTEL, No. 699 Bibo Road, Pudong New Area, Shanghai, the PRC at 10:00 a.m. on Thursday, 27 June 2024 for the purpose of considering and, if thought fit, passing the following resolutions (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 29 April 2024 (the “Circular”):

AS ORDINARY RESOLUTIONS:

1. To consider and approve the (work) report of the Board for the year ended 31 December 2023;
2. To consider and approve the (work) report of the Supervisory Committee for the year ended 31 December 2023;
3. To consider and approve the annual report and its summary of the Company for the year ended 31 December 2023 for A Shares; and the audited financial statements and the auditors' report for the year ended 31 December 2023 for H Shares;
4. To consider and approve the financial analysis report for the year ended 31 December 2023;
5. To consider and approve the proposed profit distribution plan and the final dividend distribution plan for 2023; and to authorise the Board to distribute such final dividend to the Shareholders;
6. To consider and authorise the Board to determine the 2024 interim profit distribution scheme of the Company;
7. To consider and approve the appointment of auditors (domestic and overseas) and domestic internal control auditor, and authorise the Board to fix their remunerations for 2024;

NOTICE OF AGM

8. To consider and approve the remuneration of the Directors and Supervisors for 2023 and their proposed remuneration for 2024;
9. To consider and approve the utilisation of remaining balance of the over subscription proceeds from the issue of A Shares for permanent replenishment of working capital;

AS SPECIAL RESOLUTIONS:

10. To consider and approve the amendments to the Articles of Association;
11. To consider and approve the amendments to the rules of procedure for the general meeting;
12. To consider and approve the amendments to the rules of procedure for the board of directors;
13. To consider and approve the amendments to the rules of procedure for the supervisory committee;
14. To consider and approve the granting to the Board a general mandate to issue A Shares:

“THAT:

- (a) the general and unconditional mandate to issue, allot and/or deal with additional A Shares and to make or grant such power which would or might be required to issue, allot and/or deal with A Shares and to make or grant offers and agreements which would or might require the issue, allotment and/or dealing with A Shares and to handle relevant matters in relation to issuing shares to specific parties by simplified procedures be and is hereby granted to the Board:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) on the date which this resolution is proposed, the aggregate number of A Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the A Shares in issue as at the date on which this resolution is passed;
 - (iii) the total proceeds shall not exceed RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year; and

NOTICE OF AGM

(iv) the Board shall only exercise its power under such mandate in accordance with the relevant requirements under the Hong Kong Listing Rules, the Articles of Association, the applicable laws and regulations of the PRC and the performance of the relevant procedures, as amended from time to time.

(b) for the purpose of this resolution:

“**A Share(s)**” means the ordinary share(s) with a nominal value of RMB0.1 each in the share capital of the Company which are listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and are subscribed for and traded in RMB.

“**Relevant Period**” means the period from the date on which this resolution is passed until the earliest of:

- (i) the conclusion of the next annual general meeting subsequent to the passing of this resolution;
- (ii) the expiration of the period of 12 months from the date on which this resolution is passed; or
- (iii) the date on which the mandate granted to the Board by this resolution is revoked or varied by a special resolution by the Shareholders at the general meeting.

(c) subject to the directors’ resolving to issue and allot A Shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorised to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new A Shares including, but not limited to, determining the time and place of issue, making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in the registered capital of the Company and the new share capital structure of the Company upon completion of the issue and allotment of the A Shares pursuant to the sub-paragraph (a) of this resolution, and to take any necessary measures and proceed with any necessary procedures (including, but not limited to,

NOTICE OF AGM

performing the relevant regulatory procedures and registration with the relevant administration for industry and commerce) to effect the issue of shares.”

By order of the Board
Zhao Da Jun
Chairman

As at the date of this notice, the Board comprises:

Mr. Zhao Da Jun (*Executive Director*)
Ms. Xue Yan (*Executive Director*)
Mr. Shen Bo (*Non-executive Director*)
Ms. Yu Xiao Yang (*Non-executive Director*)
Mr. Wang Hong Guang (*Independent Non-executive Director*)
Mr. Lam Siu Wing (*Independent Non-executive Director*)
Mr. Xu Pei Long (*Independent Non-executive Director*)

Shanghai, the People’s Republic of China
29 April 2024

Notes:

1. To determine the eligibility of the holders of H Shares to attend and vote at the AGM, the register of the holders of H Shares of the Company will be closed from Friday, 21 June 2024 to Thursday, 27 June 2024 (both days inclusive). During this period, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company’s register of the holders of H Shares at 4:30 p.m. on Thursday, 20 June 2024, is entitled to attend and vote at the AGM. In order for the holders of H Shares to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company’s H Share registrar not later than 4:30 p.m. on Thursday, 20 June 2024.

The address of the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited is as follows:

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

For the notice of AGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company to be published on the Shanghai Stock Exchange in due course.

2. The resolution in relation to the distribution of a final dividend of RMB0.07 per share (tax inclusive) for the year ended 31 December 2023 has been considered and approved at the meeting of the Board held on 28 March 2024. Based on the current total issued share capital of the Company, being 1,036,572,100 Ordinary Shares, the total final dividend to be paid is RMB72,560,047 (tax inclusive) (of which, the share capital of A Shares is 710,572,100 representing dividend to be paid is about RMB49,740,047 and the share capital of H Shares is 326,000,000 representing dividend to be paid is about RMB22,820,000). If the total share capital of the Company changes from the date of shareholders’ approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the 2023 annual

NOTICE OF AGM

general meeting to be held on Thursday, 27 June 2024, the final dividend of H shares is expected to be distributed on or before Monday, 26 August 2024 to all H Share of Shareholders whose names appear on the register of H Share of the Company on Friday, 12 July 2024.

To determine the identity of the shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Sunday, 7 July 2024 to Friday, 12 July 2024 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 July 2024.

For information in relation to currency of the dividend payment and withholding tax on the dividend payment, please refer to the Circular.

The Company shall have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

3. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy to attend and to vote in his/her stead. A proxy needs not be a Shareholder.
4. Where there are joint holders of any H shares in the issued share capital of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the H shares of the Company in respect of such joint holding.
5. For holders of H Shares, in order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority (if any) under which it is signed, and a notarially certified copy of such power of attorney, must be deposited with the Company's H Share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before the time fixed for holding the meeting or any adjourned meeting as the case may be.
6. The resolutions as set out above are required to be determined by way of poll under the Hong Kong Listing Rules.
7. All times and dates specified herein refer to local times and dates of Shanghai, the PRC.

* *For identification purposes only*