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# THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Venus Medtech (Hangzhou) Inc., you should at once hand this circular and the accompanying proxy form(s) to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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## 杭州啓明醫療器械股份有限公司 Venus Medtech (Hangzhou) Inc.

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

**(Stock Code: 2500)**

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(3) OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(4) GENERAL MANDATE TO ISSUE SHARES**  
**(5) NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**  
**(6) NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES**  
**AND**  
**(7) NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES**

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The Company will convene the 2024 Second Extraordinary General Meeting at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024, the second class meeting of holders of H Shares in 2024 at 11:00 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting to be held on the same date or any adjournment thereof), and the second class meeting of holders of Unlisted Foreign Shares at 11:30 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting and the aforementioned 2024 second class meeting of holders of H Shares to be held on the same date or any adjournment thereof), notices of which are set out on pages 143 to 144, pages 145 to 146 and pages 147 to 148 of this circular. The proxy forms for use at the 2024 Second Extraordinary General Meeting and the Class Meetings are enclosed herein, and have also been published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the 2024 Second Extraordinary General Meeting by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the 2024 Second Extraordinary General Meeting 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 2024 Second Extraordinary General Meeting or any adjournment thereof if you so wish.

If you intend to attend the second class meeting of holders of H Shares in 2024 by proxy, you are required to duly complete the accompanying proxy form according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the second class meeting of holders of H Shares in 2024 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 second class meeting of holders of H Shares in 2024 or any adjournment thereof if you so wish.

If you intend to attend the second class meeting of holders of Unlisted Foreign Shares in 2024 by proxy, you are required to duly complete the accompanying proxy forms according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the second class meeting of holders of Unlisted Foreign Shares in 2024 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 second class meeting of holders of Unlisted Foreign Shares in 2024 or any adjournment thereof if you so wish.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

November 19, 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings set forth below:*

“2024 Second Extraordinary General Meeting”	the second extraordinary general meeting of the Company in 2024 to be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of the Company
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
“China” or “PRC”	the mainland of the People’s Republic of China, for the purpose of this circular and geographical reference only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Class Meetings”	the second class meeting of holders of H Shares in 2024 to be held at 11:00 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting to be held on the same date or any adjournment thereof) and the second class meeting of holders of Unlisted Foreign Shares in 2024 to be held at 11:30 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting and the aforementioned second class meeting of holders of H Shares in 2024 to be held on the same date or any adjournment thereof)
“Company” or “Venus Medtech”	Venus Medtech (Hangzhou) Inc. (杭州啓明醫療器械股份有限公司), a joint stock limited liability company incorporated in the PRC, whose H Shares are listed on the Stock Exchange (Stock Code: 2500)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange and subscribed for and traded in Hong Kong Dollars

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## DEFINITIONS

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“HKD”, “Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	November 14, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Gu”	Mr. John Junhua Gu (formerly known as Junhua Gu)
“Nomination Committee”	the nomination committee of the Board
“Remuneration and Assessment Committee”	the remuneration and assessment committee of the Board
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
“Share(s)”	ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company, including Unlisted Foreign Shares and H Shares
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“Unlisted Foreign Share(s)”	ordinary share(s) with a par value of RMB1.00 each issued by the Company to overseas investors, which are subscribed for and paid up in currencies other than Renminbi and not listed on any stock exchange

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# LETTER FROM THE BOARD

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## 杭州啓明醫療器械股份有限公司 Venus Medtech (Hangzhou) Inc.

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

(Stock Code: 2500)

*Executive Directors:*

Lim Hou-Sen (Lin Haosheng) (林浩昇)

Liqiao Ma (馬力喬)

Meirong Liu (柳美榮)

*Non-executive Directors:*

Ao Zhang (張奧)

Wei Wang (王瑋)

*Independent non-executive Directors:*

Ting Yuk Anthony Wu (胡定旭) (Chairman)

Chi Wai Suen (孫志偉)

*Registered address:*

Room 311, 3/F, Block 2

No. 88, Jiangling Road

Binjiang District

Hangzhou

PRC

*Principal Place of Business in Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

November 19, 2024

*To the Shareholders*

Dear Sir/Madam,

- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(3) OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(4) GENERAL MANDATE TO ISSUE SHARES**  
**(5) NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**  
**(6) NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES**  
**AND**  
**(7) NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF**  
**UNLISTED FOREIGN SHARES**

### **I. INTRODUCTION**

The 2024 Second Extraordinary General Meeting will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024, the notice of which is set out on pages 143 to 144 of this circular.

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## LETTER FROM THE BOARD

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The second class meeting of holders of H Shares in 2024 will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting to be held on the same date or any adjournment thereof), the notice of which is set out on pages 145 to 146 of this circular.

The second class meeting of holders of Unlisted Foreign Shares in 2024 will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting and the aforementioned second class meeting of holders of H Shares in 2024 to be held on the same date or any adjournment thereof), the notice of which is set out on pages 147 to 148 of this circular.

The purpose of this circular is to provide you with the information of certain resolutions to be considered at the 2024 Second Extraordinary General Meeting and the Class Meetings, so as to enable you to make an informed decision as to whether to vote in favor of or against such resolutions. Further details of the resolutions are set out in this Letter from the Board.

### **II. MATTERS TO BE RESOLVED AT THE 2024 SECOND EXTRAORDINARY GENERAL MEETING AND THE CLASS MEETINGS**

Resolutions to be proposed at the 2024 Second Extraordinary General Meeting for the Shareholders' consideration and approval by way of ordinary resolution include the proposed appointment of Mr. Gu as independent non-executive Director.

Resolutions to be proposed at the 2024 Second Extraordinary General Meeting for the Shareholders' consideration and approval by way of special resolution include: (1) proposed amendments to the Articles of Association in relation to Rule 2.07A of the Listing Rules; (2) other proposed amendments to the Articles of Association; and (3) general mandate to issue Shares.

Resolutions to be proposed at the Class Meetings for the Shareholders' consideration and approval by way of special resolution include: (1) proposed amendments to the Articles of Association in relation to Rule 2.07A of the Listing Rules; and (2) other proposed amendments to the Articles of Association.

To the best knowledge of the Company, no Shareholder will be required to abstain from voting on the relevant resolutions to be proposed at the 2024 Second Extraordinary General Meeting and the Class Meetings. Details of the matters to be resolved at the 2024 Second Extraordinary General Meeting, the second class meeting of holders of H Shares in 2024 and second class meeting of holders of Unlisted Foreign Shares in 2024 are set out in the notices on pages 143 to 144, pages 145 to 146 and pages 147 to 148 of this circular.

To enable you to get a better understanding of the resolutions to be proposed at the 2024 Second Extraordinary General Meeting and the Class Meetings and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

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# LETTER FROM THE BOARD

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## ORDINARY RESOLUTION

### (1) Proposed Appointment of Independent Non-executive Director

Reference is made to the announcement of the Company dated February 7, 2024, in relation to, among others, the passing away of Mr. Wan Yee Joseph Lau, a former independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Remuneration and Assessment Committee and Audit Committee. Reference is also made to the announcement of the Company dated November 12, 2024, in relation to the appointment of an independent non-executive Director.

According to the Articles of Association, the appointment of an independent non-executive Director shall be approved by the Shareholders at the general meeting. Therefore, the Board has resolved to convene the 2024 Second Extraordinary General Meeting to consider and, if thought fit, approve the proposed appointment of Mr. Gu as independent non-executive Director with his biographical details set out below:

Mr. Gu, aged 60, has over 20 years of experience in advising clients on M&A structuring and tax-related matters. Mr. Gu worked at KPMG in China between October 2008 and September 2024 as a Partner in the following roles during different periods: National Head of Inbound M&A Tax, National Head of M&A Tax, National Head of Private Equity Sector and Head of Family Office.

Mr. Gu has advised a diversified group of clients ranging from financial institutions, multi-national corporations, private equity firms, property companies to private entrepreneurs on commercial and tax issues across China and overseas, and has also recently advised private entrepreneurs on issues such as family business succession, corporate governance issues and tax planning. He has acted as an adviser for tax structuring and due diligence of transactions across various sectors in China, and has been retained by several top global and local private equity firms in China as a key tax adviser for their investment fund structures, investments and M&A transactions.

Mr. Gu obtained a Bachelor of Business degree majoring in accountancy in December 1994, and a Master of Finance degree in August 1997, each from the Royal Melbourne Institute of Technology in Australia. He has been a member of the Institute of Chartered Accountants of Australia since June 1997, and a member of the Hong Kong Institute of Certified Public Accountants since December 1999.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Gu is interested in 553,500 H Shares, representing approximately 0.13% of the total issued shares of the Company. Save for the foregoing interest Mr. Gu holds in the Company, Mr. Gu has confirmed that:

- (a) he meets the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules;
- (b) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and
- (c) there are no other factors that may affect his independence at the time of his appointment.

The Nomination Committee and the Board have evaluated and reviewed the independence of Mr. Gu and considered that Mr. Gu has satisfied the independence guidelines as set out in Rule 3.13 of the Listing Rules, and is an independent person according to the terms of the guidelines.

The Nomination Committee and the Board recommend the appointment of Mr. Gu as an independent non-executive Director. They have considered the Company's board diversity policy, including but not limited to factors such as gender, professional skills, qualifications and experience, as well as the development of the Group. The Board believes that with Mr. Gu's extensive experience in corporate governance and financial management, he will provide objective, independent and adequate analysis for the Company's business development, making the Board structure more balanced and enhancing the supervisory function of the Board's operations.

The Company will enter into a service contract with Mr. Gu for a term commencing from the date of his appointment as an independent non-executive Director upon approval by the Shareholders at the 2024 Second Extraordinary General Meeting and ending on the expiry of the term of the second session of the Board subject to the retirement and re-election requirements of the Articles of Association. The emolument for Mr. Gu is HK\$480,000 per year, which is determined by the Board taking into account the recommendations made by the Remuneration and Assessment Committee with reference to Mr. Gu's duties and responsibilities with the Company. Such emolument is subject to review by the Remuneration and Assessment Committee and the Board from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gu does not (i) hold any other interest in any shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders; (iii) hold any other positions with the Company or other members of the Group; and (iv) hold any directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. Gu confirms that, in relation to his appointment as the independent non-executive Director, there is no other information which is disclosable under Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matters in relation to the appointment that need to be brought to the attention of the Shareholders.



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## LETTER FROM THE BOARD

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### *Listing Rules Implications*

Pursuant to Rule 3.10(1) of the Listing Rules, the board of a listed issuer must include at least three independent non-executive directors. Pursuant to Rule 3.10A of the Listing Rules, the independent non-executive directors of a listed issuer must represent at least one-third of the board of a listed issuer. Pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members and the majority of the audit committee members must be independent non-executive directors. Pursuant to Rule 3.27A of the Listing Rules, the nomination committee of a listed issuer must be chaired by the chairman of the board or an independent non-executive director.

Following the passing away of Mr. Wan Yee Joseph Lau on February 7, 2024, the number of independent non-executive Directors and the composition of the Audit Committee and the Nomination Committee have failed to meet the relevant requirements under the Listing Rules.

The Board has proposed to appoint Mr. Gu as the chairman of the Nomination Committee and a member of each of the Remuneration and Assessment Committee and Audit Committee, subject to and to take effect on the same date as the Shareholders' approval of his appointment as an independent non-executive Director at the 2024 Second Extraordinary General Meeting. Upon the completion of the aforementioned appointments of Mr. Gu, the Company will re-comply with Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules.

### SPECIAL RESOLUTIONS

#### **(2) Proposed Amendments to the Articles of Association in relation to Rule 2.07A of the Listing Rules**

Reference is made to the announcement of the Company dated November 12, 2024 in relation to, among others, the Board's proposed amendments to the Articles of Association in relation to Rule 2.07A of the Listing Rules.

The Board proposes to amend the existing Articles of Association to (i) bring the Articles of Association in line with the latest requirements under the Listing Rules, including the amendments to Rule 2.07A of the Listing Rules which took effect from December 31, 2023; and (ii) incorporate certain corresponding and housekeeping amendments to the existing Articles of Association (the "**Proposed Amendments in relation to Rule 2.07A**").

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments in relation to Rule 2.07A comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments in relation to Rule 2.07A for a company incorporated in the PRC and listed on the Stock Exchange.

Details of the Proposed Amendments in relation to Rule 2.07A are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### (3) Other Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated November 12, 2024 in relation to, among others, the Board's other proposed amendments to the Articles of Association.

In February 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”), and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》) were repealed accordingly. From the effective date of the Trial Measures, PRC companies shall formulate their articles of association in accordance with the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) (collectively referred to as, the “**PRC Regulatory Changes**”). Further, the newly revised Company Law of the PRC has been effective from July 1, 2024.

In light of the PRC Regulatory Changes, the Stock Exchange issued the consultation conclusions in July 2023 setting out the corresponding amendments to the Listing Rules with effect from August 1, 2023.

In view of the above, the Board proposes to amend the Articles of Association for the purposes of, among others, (i) reflecting the latest updates on requirements and interpretation of the applicable PRC laws, the Listing Rules and other rules and regulations; and (ii) making consequential and other housekeeping amendments (the “**Other Proposed Amendments to the Articles of Association**”, together with the Proposed Amendments in relation to Rule 2.07A, the “**Amendments to the Articles of Association**”).

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Other Proposed Amendments to the Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Other Proposed Amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchange.

Details of the Other Proposed Amendments to the Articles of Association are set out in Appendix II to this circular.

For the avoidance of doubt in respect of the Amendments to the Articles of Association, as stated in the notice of the first extraordinary general meeting of the Company in 2024 (“**2024 First EGM**”) dated September 19, 2024 (“**First EGM Notice**”), the effectiveness of resolutions numbered 3, 4 and 5 in the First EGM Notice to consider and approve amendments to (i) the Rules of Procedure for the General Meeting; (ii) the Rules of Procedure for the Board of Directors; and (iii) the Rules of Procedure for the Supervisory Committee, which were duly passed at the 2024 First EGM, shall be subject to the Shareholders' approval of the Amendments to the Articles of Association, being the resolutions numbered 2 and 3 in the notice of the 2024 Second Extraordinary General Meeting and resolutions numbered 1 and 2 in the notices of the Class Meetings.

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## LETTER FROM THE BOARD

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### (4) Grant of a General Mandate to Issue Shares

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, and based on the practices of the capital market, it is proposed at the 2024 Second Extraordinary General Meeting to grant the Board a general mandate to issue Shares, to allot, issue or otherwise deal with (including sale and transfer of treasury shares) additional Unlisted Foreign Shares and the H Shares of not more than 20% of the respective total number of the Unlisted Foreign Shares and the H Shares in issue (excluding any treasury Shares), and authorize the Board to make corresponding amendments to the Articles of Association as it deems appropriate to reflect the capital structure of the Company as a result of the additional Shares allotted or issued under such mandate. Details are as follows:

#### (i) *Subject of the mandate*

The specific scope of the mandate includes, but is not limited to:

- (a) granting of a general mandate to the Board, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with additional Unlisted Foreign Shares and/or H Shares during the Relevant Period (as defined below), and each of the number of the Unlisted Foreign Shares and/or H Shares (including but not limited to ordinary shares, preference shares, securities convertible into Shares, options and warrants or similar right which may subscribe for any Share or above convertible securities) to be allotted or agreed conditionally or unconditionally to be allotted (including sale and transfer of treasury shares) by the Board shall not exceed 20% of the respective number of Unlisted Foreign Shares and/or H Shares in issue (excluding any treasury Shares) on the date of passing of such resolution at the 2024 Second Extraordinary General Meeting, and decide to make or grant offers for sale, offers, agreements, share options, power to exchange for or convert into Shares or other powers as required or may be required to allot Shares. Notwithstanding the general mandate as set out above, provided that when the allotment of Shares will effectively alter the control of the Company, the Board is required to obtain prior authorization at a general meeting by way of a special resolution to allot such Shares;
- (b) the Board being authorized to formulate and implement a detailed issuance plan in the exercise of the above-mentioned general mandate, including but not limited to the class of new Shares to be issued, pricing mechanism and/or issuance/conversion/exercise price (including price range), form of issuance, number of Shares to be issued, allottees and use of proceeds, timing of issuance, period of issuance, and whether to allot Shares to existing Shareholders;
- (c) the Board being authorized to engage professional advisers for matters related to the issuance, and to approve and execute all acts, deeds, documents and other related matters that are necessary, appropriate, or advisable for the share issuance; to approve and execute, on behalf of the Company, agreements related to the issuance, including but not limited to underwriting agreements, placing agreements and engagement agreements of professional advisers;

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## LETTER FROM THE BOARD

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- (d) the Board being authorized to approve and execute, on behalf of the Company, documents in connection with the issuance of Shares to be submitted to relevant regulatory authorities, to carry out relevant approval procedures required by regulatory authorities and place where the Company is listed, and to complete all necessary filings, registrations, and records procedures with the relevant government authorities of China, Hong Kong and/or any other regions and jurisdictions (if applicable);
- (e) the Board being authorized to amend, as required by regulatory authorities within or outside the PRC, the related agreements and statutory documents; and
- (f) the Board being authorized to increase the registered capital of the Company after the issuance of Shares and to make corresponding amendments to the Articles of Association relating to share capital and shareholdings, etc., and to authorize the management of the Company to carry out the relevant procedures.

**(ii) *Term of the mandate***

Except that the Board may make or grant offers, agreements or options during the Relevant Period (as defined below) in relation to the issuance of Shares, which might require further promotion or implementation after the end of the Relevant Period, the exercise of the above mandate shall be within the Relevant Period.

The “Relevant Period” represents the period from the approval of the resolution as a special resolution at the 2024 Second Extraordinary General Meeting until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the 12-month period from the date on which the resolution is approved at the 2024 Second Extraordinary General Meeting; and
- (c) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

The Board may only exercise the issuance plan in accordance with the Company Law of the PRC, the Securities Law of the PRC, the Listing Rules or all applicable laws, regulations and provisions of any other governments or regulatory authorities, and subject to obtaining approvals from the relevant government agencies.

The resolution in relation to the general mandate to issue Shares has been considered and approved by the Board on August 30, 2024, and is hereby proposed at the 2024 Second Extraordinary General Meeting for Shareholders’ consideration.

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## LETTER FROM THE BOARD

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### III. 2024 SECOND EXTRAORDINARY GENERAL MEETING

The 2024 Second Extraordinary General Meeting will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024, the notice of which is set out on pages 143 to 144 of this circular.

In order to ascertain holders of H Shares who are entitled to attend the 2024 Second Extraordinary General Meeting, the register of members of holders of H Shares will be closed from Monday, December 2, 2024 to Thursday, December 5, 2024 (both days inclusive). Holders of H Shares and holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the 2024 Second Extraordinary General Meeting. Holders of H Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, November 29, 2024 for registration. Holders of Unlisted Foreign Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Friday, November 29, 2024 for registration.

The proxy form for use at the 2024 Second Extraordinary General Meeting is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the 2024 Second Extraordinary General Meeting by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the 2024 Second Extraordinary General Meeting by proxy are required to duly complete the proxy form and return the same to (i) Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares); or (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares), not less than 24 hours before the time fixed for the holding of the 2024 Second Extraordinary General Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Second Extraordinary General Meeting if you so wish.

Voting at the 2024 Second Extraordinary General Meeting will be taken by poll.

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## LETTER FROM THE BOARD

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### IV. 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES

The second class meeting of holders of H Shares in 2024 will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting to be held on the same date or any adjournment thereof), the notice of which is set out on pages 145 to 146 of this circular.

In order to ascertain holders of H Shares who are entitled to attend the second class meeting of holders of H Shares in 2024, the register of members of holders of H Shares will be closed from Monday, December 2, 2024 to Thursday, December 5, 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the second class meeting of holders of H Shares in 2024. Holders of H Shares who intend to attend the second class meeting of holders of H Shares in 2024 are required to deposit the share certificates together with the transfer documents at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, November 29, 2024 for registration.

The proxy form for use at the second class meeting of holders of H Shares in 2024 is enclosed to this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the second class meeting of holders of H Shares in 2024 by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the second class meeting of holders of H Shares in 2024 by proxy are required to duly complete the proxy form and return the same to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for the holding of the second class meeting of holders of H Shares in 2024. Completion and return of the proxy form will not preclude you from attending and voting in person at the second class meeting of holders of H Shares in 2024 if you so wish.

Voting at the second class meeting of holders of H Shares in 2024 will be taken by poll.

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## LETTER FROM THE BOARD

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### V. 2024 SECOND CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES

The second class meeting of holders of Unlisted Foreign Shares in 2024 will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting and the aforementioned second class meeting of holders of H Shares in 2024 to be held on the same date or any adjournment thereof), the notice of which is set out on pages 147 to 148 of this circular.

Holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the second class meeting of holders of Unlisted Foreign Shares in 2024. Holders of Unlisted Foreign Shares who intend to attend the second class meeting of holders of Unlisted Foreign Shares in 2024 are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Friday, November 29, 2024 for registration.

The proxy form for use at the second class meeting of holders of Unlisted Foreign Shares in 2024 is enclosed in this circular and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

If you intend to attend the second class meeting of holders of Unlisted Foreign Shares in 2024 by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the second class meeting of holders of Unlisted Foreign Shares in 2024 by proxy are required to duly complete the proxy form and return the same to the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC not less than 24 hours before the time fixed for the holding of the second class meeting of holders of Unlisted Foreign Shares in 2024. Completion and return of the proxy form will not preclude you from attending and voting in person at the second class meeting of holders of Unlisted Foreign Shares in 2024 if you so wish.

Voting at the second class meeting of holders of Unlisted Foreign Shares in 2024 will be taken by poll.

### VI. RECOMMENDATIONS

The Directors are of the opinion that all the resolutions as set out in the notices of the 2024 Second Extraordinary General Meeting and Class Meetings for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the 2024 Second Extraordinary General Meeting and Class Meetings.

By Order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Mr. Lim Hou-Sen (Lin Haosheng)**  
*Executive Director*

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

It is intended that the following specific amendments in relation to Rule 2.07A of the Listing Rules be made to the Articles of Association:

Original Article	Amended Article
<p>Article 68</p> <p>The notice of general meeting shall satisfy the following requirements:</p> <p>(1) It shall be made in writing;</p> <p>.....</p>	<p>Article <del>68</del><b>62</b></p> <p>The notice of general meeting shall satisfy the following requirements:</p> <p>(1) It shall be made <del>in writing</del> <b>by way of announcement</b>;</p> <p>.....</p>
<p>Article 69</p> <p>Unless otherwise provided in laws, regulations and the Articles of Association, the notice of general meeting shall be delivered to shareholders (whether with voting right at the general meeting) by hand or by post with prepaid postage to the address as shown in the register of shareholders. For shareholders of domestic shares and unlisted foreign shares, the notice of general meeting may also be given by way of announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory authorities under the State Council 20 days prior to the date of holding the annual general meeting and 15 days prior to the date of holding the extraordinary general meeting. Once the announcement has been published, all shareholders of domestic shares and unlisted foreign shares are deemed to have received the relevant notice of general meeting.</p>	<p>Article <del>69</del><b>64</b></p> <p><del>Unless otherwise provided in laws, regulations and the Articles of Association, the notice of general meeting shall be delivered to shareholders (whether with voting right at the general meeting) by hand or by post with prepaid postage to the address as shown in the register of shareholders. For shareholders of domestic shares and unlisted foreign shares, the notice of general meeting may also be given by way of announcement.</del></p> <p><del>The announcement mentioned in the preceding paragraph shall be published on one or more newspapers designated by the securities regulatory authorities under the State Council 20 days prior to the date of holding the annual general meeting and 15 days prior to the date of holding the extraordinary general meeting. Once the announcement has been published, all shareholders of domestic shares and unlisted foreign shares are deemed to have received the relevant notice of general meeting.</del></p>



## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Article	Amended Article
<p>Subject to compliance with laws, regulations and relevant requirements of the securities regulatory authority of the place where the shares of the Company are listed, the Company may also issue a notice of general meeting to shareholders of H Shares by way of announcement through the website of the Company and the website specified by the Hong Kong Stock Exchange in lieu of delivery by hand or by post with prepaid postage to shareholders of H Shares.</p>	<p><del>Subject to compliance with laws, regulations and relevant requirements of the securities regulatory authority of the place where the shares of the Company are listed, the Company may also issue a notice of general meeting to shareholders of H Shares by way of announcement through the website of the Company and the website specified by the Hong Kong Stock Exchange in lieu of delivery by hand or by post with prepaid postage to shareholders of H Shares.</del></p> <p><b><u>Subject to compliance with the laws and regulations and the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed, the Company may give notice of a general meeting by posting it on the Company's website and the designated website of the Hong Kong Stock Exchange, or in any other manner permitted by the Hong Kong Listing Rules and the Articles of Association.</u></b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 149</p> <p>The financial report of the Company shall be made available in the Company for inspection by shareholders 20 days prior to the date of the annual general meeting. Each shareholder of the Company is entitled to receive a copy of the financial report as mentioned in this Chapter.</p> <p>Except provided otherwise in the Articles of Association, the Company shall deliver to each shareholder of overseas-listed shares a copy of the directors’ report together with the aforesaid financial report by post with prepaid postage to the address recorded in the register of shareholders, or by other means permitted by the laws and regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed (including by way of publication on the website of the Company and on the website designated by the stock exchange of the place where the shares of the Company are listed) for delivery to each shareholder of overseas-listed shares at least 21 days prior to the date of convening the general meeting. If there are other requirements of securities regulatory authority of the place where the shares of the Company are listed, such other requirements shall apply.</p>	<p>Article <del>149</del><u>151</u></p> <p>The financial report of the Company shall be made available in the Company for inspection by shareholders 20 days prior to the date of the annual general meeting. Each shareholder of the Company is entitled to receive a copy of the financial report as mentioned in this Chapter.</p> <p>Except provided otherwise in the Articles of Association, the Company shall deliver to each shareholder of overseas-listed shares a copy of the directors’ report together with the aforesaid financial report <del>by post with prepaid postage to the address recorded in the register of shareholders, or by other</del> means permitted by the laws and regulations and the listing rules of the stock exchange of the place where the shares of the Company are listed (including by way of publication on the website of the Company and on the website designated by the stock exchange of the place where the shares of the Company are listed) <del>for delivery to each shareholder of overseas-listed shares</del> at least 21 days prior to the date of convening the general meeting. If there are other requirements of securities regulatory authority of the place where the shares of the Company are listed, such other requirements shall apply.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 169</p> <p>When the accounting firm resigns, it may deposit a written resignation notice at the legal address of the Company. The resignation notice shall become effective on the date of such deposit or on such later date stipulated in such notice. Such notice shall contain the following statements:</p> <p>(1) a statement to the effect that there are no circumstances in connection with its resignation which should be brought to the notice of the shareholders or creditors of the Company; or</p> <p>(2) a statement of other circumstances considered necessary.</p> <p>The Company shall send a copy of the above written notice to the relevant regulatory authority within 14 days after receiving such notice. If the notice contains statements regarding any accountable affair mentioned in Item (2), a copy of such statements shall be placed at the Company for shareholders’ inspection. Unless otherwise specified in this Articles of Association, the Company shall also send a copy of such statements by prepaid mail to every holder of overseas-listed shares at the address registered in the register of shareholders. On the premise of compliance with relevant laws and regulations, and the Listing Rules of the stock exchange on which the Company’s shares are listed, the statements shall be issued through the Company’s website and website designated by the stock exchange on which the Company’s shares are listed, or published in one or various newspapers designated by it.</p> <p>Where the accounting firm’s notice of resignation contains a statement regarding any accountable affair mentioned in Item (2), it may require the Board to convene an extraordinary general meeting for the explanation of the circumstances regarding to its resignation.</p>	<p>This article has been deleted</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 170</p> <p>.....</p> <p>The aforesaid documents shall also be sent by mail or way as permitted by the securities regulatory authority in where the Company’s shares are listed to holders of overseas-listed shares of the companies listed.</p>	<p>Article <del>170</del><u>167</u></p> <p>.....</p> <p>The aforesaid documents shall also be sent by <del>mail</del> or way as permitted by the securities regulatory authority in where the Company’s shares are listed to holders of overseas-listed shares of the companies listed.</p>
<p>Article 186</p> <p>.....</p> <p>Save as otherwise specified in the Articles of Association, if the Company sends the notice to the holders of H shares by announcement, it shall, according to the requirements of the Hong Kong Listing Rules, submit an electronic version that can be immediately published to the Hong Kong Stock Exchange via the electronic publication system of the Hong Kong Stock Exchange on the same day, so that it can be published on the website of the Hong Kong Stock Exchange, or publish the announcement in the newspapers and periodicals according to the requirements of the Hong Kong Listing Rules (including publishing advertisement in newspapers and periodicals). The announcement shall also be published on the Company’s website. Moreover, save as otherwise specified in the Articles of Association, the notice shall be served by personal delivery or prepaid mail to the addresses of all the holders of overseas listed shares in the shareholders’ register, so that the shareholders are fully notified and have sufficient time to exercise their rights or act as per the notice.</p>	<p>Article 186</p> <p>.....</p> <p>Save as otherwise specified in the Articles of Association, if the Company sends the notice to the holders of H shares by announcement, it shall, according to the requirements of the Hong Kong Listing Rules, submit an electronic version that can be immediately published to the Hong Kong Stock Exchange via the electronic publication system of the Hong Kong Stock Exchange on the same day, so that it can be published on the website of the Hong Kong Stock Exchange, or publish the announcement in the newspapers and periodicals according to the requirements of the Hong Kong Listing Rules (including publishing advertisement in newspapers and periodicals). The announcement shall also be published on the Company’s website. <del>Moreover, save as otherwise specified in the Articles of Association, the notice shall be served by personal delivery or prepaid mail to the addresses of all the holders of overseas listed shares in the shareholders’ register, so that the shareholders are fully notified and have sufficient time to exercise their rights or act as per the notice.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>The holders of overseas listed shares of the Company may choose in written form to obtain (by email or by post) the information of the Company that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. They may also change the method for receiving the aforesaid information and the language version to be received as per appropriate procedures by sending a written notice to the Company in advance within a reasonable period.</p> <p>.....</p> <p>Although the preceding paragraph specifies that the Company shall provide and/or send the information of the Company to the shareholders in written form, regarding the method used by the Company to provide the information of the Company to the shareholders according to the requirements of the Hong Kong Listing Rules, if the Company has obtained the shareholders' prior written consent or implied consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, the Company may send or provide the information of the Company to its shareholders in an electronic way or by announcement on its website. Information of the Company includes but is not limited to: circular, annual report, interim report, notice of a general meeting and other information set out in the Hong Kong Listing Rules.</p>	<p>The holders of overseas listed shares of the Company may choose in written form to obtain (by email or by post) the information of the Company that the Company shall <del>send</del> <b><u>provide</u></b> to the shareholders, and may choose to receive either or both of the Chinese and English versions. They may also change the method for receiving the aforesaid information and the language version to be received as per appropriate procedures by sending a written notice to the Company in advance within a reasonable period.</p> <p>.....</p> <p><del>Although the preceding paragraph specifies that the Company shall provide and/or send the information of the Company to the shareholders in written form, regarding</del> <b><u>Regarding</u></b> the method used by the Company to provide <b><u>and/or send</u></b> the information of the Company to the shareholders according to the requirements of the Hong Kong Listing Rules, <b><u>subject to compliance with the relevant regulations of the securities regulatory authorities where the Company's shares are listed,</u></b> <del>if the Company has obtained the shareholders' prior written consent or implied consent according to the relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time,</del> the Company may send or provide the information of the Company to its shareholders in an electronic way <del>or by</del> <b><u>(including but not limited to</u></b> announcement on its website). Information of the Company <b><u>refers to any document issued or to be issued by the Company for the information or action of the shareholders, and</u></b> includes but is not limited to: circular, annual report, interim report, notice of a general meeting and other information set out in the Hong Kong Listing Rules</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 266 335 293">Article 187</p> <p data-bbox="204 340 785 932">If the notice of the Company is sent by personal delivery, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service; if the notice of the Company is sent by post, the fifth workday after handover to the post office shall be the date of service; if the notice of the Company is sent by fax or email, the sending date of fax or email shall be the date of service; if the notice of the Company is sent by announcement, the date of first announcement shall be the date of service. Where relevant announcements are published on the newspapers complying with relevant regulations, the said notices shall be deemed as received by all relevant persons once the said notices are announced.</p> <p data-bbox="204 978 785 1081">If the securities regulatory authority at the location where shares of the Company are listed have special provisions, such provisions shall apply.</p>	<p data-bbox="813 266 944 293">Article 187</p> <p data-bbox="813 340 1394 932">If the notice of the Company is sent by personal delivery, the recipient or its agent shall affix signature (or seal) to the return on service and the signing date shall be the date of service; if the notice of the Company is sent by post, the fifth workday after handover to the post office shall be the date of service; if the notice of the Company is sent by fax or email, the sending date of fax or email shall be the date of service; if the notice of the Company is sent by announcement, the date of first announcement shall be the date of service. Where relevant announcements are published on the newspapers complying with relevant regulations, the said notices shall be deemed as received by all relevant persons once the said notices are announced.</p> <p data-bbox="813 978 1394 1081">If the securities regulatory authority at the location where shares of the Company are listed have special provisions, such provisions shall apply.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

It is intended that the following specific amendments also be made to the Articles of Association:

Original Article	Amended Article
<p>Article 1</p> <p>The Articles of Association are formulated pursuant to the prevailing and effective Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (hereinafter referred to as “Special Provisions”), Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to the Articles of Association of Companies to be listed in Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively, hereinafter referred to as the “laws and regulations”).</p>	<p>Article 1</p> <p>The Articles of Association are formulated pursuant to the prevailing and effective Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <del>Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies</del> (hereinafter referred to as “Special Provisions”), <del>Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas</del> ( hereinafter referred to as “Mandatory Provisions”), the Letter of Opinions on Supplemental Amendments to the Articles of Association of Companies to be listed in Hong Kong, <u>Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), Trial Measures for the Administration of Overseas Issuance of Securities and Listing of Domestic Enterprises</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, departmental rules and regulatory documents (collectively, hereinafter referred to as the “laws and regulations”).</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 2</p> <p>Venus Medtech (Hangzhou) Inc. (hereinafter referred to as the “Company”) is a joint stock limited liability company established in accordance with the Company Law, Special Provisions and other laws and regulations of the People’s Republic of China (hereinafter referred to as the “PRC”).</p> <p>The Company was established as a joint stock limited liability company by way of conversion from the original Venus Medtech (Hangzhou) Inc. (hereinafter referred to as “Venus Inc.”) with all shareholders as promoters and underwent an overall change by converting the book value of audited net assets of Venus Inc. as at 31 August 2018 into shares at the ratio of 1.6656:1, and was registered with the Market Regulation Authority of Hangzhou High-Tech Industry Development Zone (Binjiang) on 29 November 2018 and received its business license. At present, the registration of the Company has been changed to the Zhejiang Province Market Supervision and Administration Bureau and the Company’s Uniform Social Credit Code was 91330100691707450N.</p>	<p>Article 2</p> <p>Venus Medtech (Hangzhou) Inc. (hereinafter referred to as the “Company”) is a joint stock limited liability company established in accordance with the Company Law, <del>Special Provisions</del> and other laws and regulations of the People’s Republic of China (hereinafter referred to as the “PRC”).</p> <p>The Company was established as a joint stock limited liability company by way of conversion from the original Venus Medtech (Hangzhou) Inc. (hereinafter referred to as “Venus Inc.”) with all shareholders as promoters and underwent an overall change <b><u>and promotion for establishment</u></b> by converting the book value of audited net assets of Venus Inc. as at 31 August 2018 into shares at the ratio of 1.6656:1, and was registered with the Market Regulation Authority of Hangzhou High-Tech Industry Development Zone (Binjiang) on 29 November 2018 and received its business license. At present, the registration of the Company has been changed to the Zhejiang Province Market Supervision and Administration Bureau and the Company’s Uniform Social Credit Code was 91330100691707450N.</p>
<p>Article 6</p> <p>The general manager of the Company is the legal representative of the Company.</p>	<p>Article 6</p> <p>The general manager of the Company is the legal representative of the Company. <b><u>If the general manager resigns, he is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall identify a new legal representative within 30 days from the date of the legal representative’s resignation.</u></b></p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 8</u></b></p> <p><b><u>All assets of the Company are divided into equal shares, and the shareholders are liable to the Company to the extent of the shares subscribed by them, and the Company is liable for its debts with all its assets.</u></b></p>
<p>Article 9</p> <p>.....</p> <p>The shareholders may sue the Company pursuant to the Articles of Association; the Company may sue the shareholders pursuant to the Articles of Association; each shareholder may sue other shareholders pursuant to the Articles of Association; and the shareholders may sue the directors, supervisors, general managers and other senior management of the Company pursuant to the Articles of Association.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the application to an arbitration organization for arbitration.</p>	<p>Article <b><u>9</u></b><del>10</del></p> <p>.....</p> <p>The shareholders may sue the Company pursuant to the Articles of Association; the Company may sue the shareholders, <b><u>directors, supervisors, general managers and other senior management</u></b> pursuant to the Articles of Association; each shareholder may sue other shareholders pursuant to the Articles of Association; and the shareholders may sue the directors, supervisors, general managers and other senior management of the Company pursuant to the Articles of Association.</p> <p>For the purposes of the preceding paragraph, the term “sue” shall include the initiation of proceedings in a court or the application to an arbitration organization for arbitration.</p>
<p>Article 10</p> <p>The Company may invest in other limited liability companies and joint stock limited liability companies, and may undertake obligations in the investee entity up to the amount of its capital contribution.</p>	<p>Article <del>10</del><b><u>11</u></b></p> <p>The Company may invest in other <del>limited liability companies and joint stock limited liability companies, and may undertake obligations in the investee entity up to the amount of its capital contribution</del><b><u>enterprises. Where the laws stipulate that the Company shall not be a contributor that is jointly and severally liable for the debts of the investee, such stipulation shall apply.</u></b></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 14</p> <p>The Company shall have ordinary shares at all times. The Company may create other classes of shares, such as preference/preferred shares, according to its needs, after approval has been granted by the competent authorities authorized by the State Council.</p> <p>The term “preference/preferred shares” mentioned in the Articles of Association refer to other class of shares which are subject to separate provisions as opposed to ordinary shares which are subject to general provisions. The preference/preferred shareholders have priority over ordinary shareholders in the distribution of profits and remainder assets, but their rights to participate in the decision-making and management of the Company, such as voting rights, are subject to restrictions.</p>	<p>Article <del>14</del><u>15</u></p> <p>The Company shall have ordinary shares at all times. The Company may create other classes of shares, <del>such as preference/preferred shares,</del> according to its needs, <del>after approval has been granted by the competent authorities authorized by the State Council</del> <b><u>subject to compliance with laws and regulations and the requirements of the securities regulatory authorities.</u></b></p> <p><del>The term “preference/preferred shares” mentioned in the Articles of Association refer to other class of shares which are subject to separate provisions as opposed to ordinary shares which are subject to general provisions. The preference/preferred shareholders have priority over ordinary shareholders in the distribution of profits and remainder assets, but their rights to participate in the decision-making and management of the Company, such as voting rights, are subject to restrictions.</del></p>
<p>Article 15</p> <p>The shares of the Company shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p>	<p>Article <del>15</del><u>16</u></p> <p>The shares of the Company shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.</p> <p><b><u>Shares of the same class issued at the same time shall be issued on the same terms and at the same price per share; subscribers shall pay the same price per share for the shares subscribed for.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 17</p> <p>After approval has been granted by the securities regulatory authorities under the State Council or other relevant regulatory authorities, the Company may issue shares to domestic investors and overseas investors.</p> <p>The term “overseas investors” mentioned in the preceding paragraph refer to investors in foreign countries and in the regions of Hong Kong, Macau and Taiwan who subscribe for shares issued by the Company; domestic investors refer to investors inside the PRC other than the aforesaid countries and regions who subscribe for shares issued by the Company.</p>	<p>This article has been deleted</p>
<p>Article 18</p> <p>The shares issued by the Company to domestic investors for subscription in RMB are known as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currency are known as “foreign shares”. The foreign shares that are listed overseas are known as “overseas-listed foreign shares”; foreign shares that are not listed overseas are known as “unlisted foreign shares”. With approval from the securities regulatory authorities under the State Council and the overseas securities regulatory authorities, domestic shares and unlisted foreign shares that can be listed and traded on overseas stock exchanges, and overseas-listed foreign shares are of the same class, and are collectively referred to as “overseas-listed shares”.</p> <p>.....</p>	<p>Article 18</p> <p>The shares issued by the Company to domestic investors for subscription in RMB are known as “domestic shares”. The shares issued by the Company to overseas investors for subscription in foreign currency are known as “foreign shares”. The foreign shares that are listed overseas are known as “overseas-listed foreign shares”; foreign shares that are not listed overseas are known as “unlisted foreign shares”. <del>With approval from</del> <b>After filing with</b> the securities regulatory authorities under the State Council and <b>being approved by</b> the overseas securities regulatory authorities, domestic shares and unlisted foreign shares that can be listed and traded on overseas stock exchanges, and overseas-listed foreign shares are of the same class, and are collectively referred to as “overseas-listed shares”.</p> <p>.....</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>With approval from the securities regulatory authorities under the State Council, holders of unlisted shares of the Company may have their shares listed and traded on overseas stock exchange(s); domestic shareholders and holders of unlisted foreign shares of the Company may transfer all or part of their shares held to overseas investors for listing and trading on overseas stock exchanges; all or part of the domestic shares and unlisted foreign shares may be converted into overseas-listed shares that can be listed and traded on overseas securities exchange(s). The above-mentioned shares converted, or upon conversion, for listing and trading on overseas stock exchanges are also subject to the regulatory procedures, provisions and requirements of overseas securities markets. The above-mentioned listing and trading of converted shares on overseas stock exchanges, or conversion of domestic shares and unlisted foreign shares into overseas-listed shares for listing and trading on overseas stock exchanges, are not required to be approved by voting in a general meeting or class meeting of shareholders. After domestic shares and unlisted foreign shares are converted into overseas-listed shares, they become the same class of shares as original overseas- listed foreign shares.</p>	<p><del>With approval from</del> <b>After filing with</b> the securities regulatory authorities under the State Council, holders of unlisted shares of the Company may have their shares listed and traded on overseas stock exchange(s); domestic shareholders and holders of unlisted foreign shares of the Company may transfer all or part of their shares held to overseas investors for listing and trading on overseas stock exchanges; all or part of the domestic shares and unlisted foreign shares may be converted into overseas-listed shares that can be listed and traded on overseas securities exchange(s). The above-mentioned shares converted, or upon conversion, for listing and trading on overseas stock exchanges are also subject to the regulatory procedures, provisions and requirements of overseas securities markets. The above-mentioned listing and trading of converted shares on overseas stock exchanges, or conversion of domestic shares and unlisted foreign shares into overseas-listed shares for listing and trading on overseas stock exchanges, are not required to be approved by voting in a general meeting <del>or class meeting of shareholders</del>. After domestic shares and unlisted foreign shares are converted into overseas-listed shares, they become the same class of shares as original overseas-listed foreign shares.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 19</p> <p>After the plans for issuing overseas-listed shares, domestic shares and unlisted foreign shares have been approved by the securities regulatory authorities under the State Council, the Board may implement such plans by making arrangement for separate issuances.</p> <p>The plans of the Company for issuance of overseas-listed shares, domestic shares and unlisted foreign shares in accordance with the preceding paragraph may be implemented respectively within 15 months from the date of approval by the securities regulatory authorities under the State Council.</p>	<p>This article has been deleted</p>
<p>Article 20</p> <p>Where the Company issues overseas-listed shares, domestic shares and unlisted foreign shares respectively within the total number of shares as specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for such single issuance to be fully subscribed, the shares may be issued in several tranches, subject to the approval of the securities regulatory authorities under the State Council.</p>	<p>This article has been deleted</p>
<p>Article 23</p> <p>The total number of shares of the Company is 441,011,443. The share capital structure of the Company shall comprise of: 441,011,443 ordinary shares, including 9,303,994 Unlisted Foreign Shares, representing 2.11% of the total number of ordinary shares of the Company, and 431,707,449 H Shares, representing 97.89% of the total number of ordinary shares of the Company.</p>	<p>Article <del>23</del><u>21</u></p> <p>The total number of shares of the Company is 441,011,443. The share capital structure of the Company shall comprise of: 441,011,443 ordinary shares, including <del>9,303,994</del><u>1,208</u> Unlisted Foreign Shares, representing <del>2.11%</del> of the total number of ordinary shares of the Company, and <del>431,707,449</del><u>441,010,235</u> H Shares, representing <del>97.89%</del> of the total number of ordinary shares of the Company.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 24</p> <p>Based on operational and developmental needs, the Company may increase share capital, after a special resolution is passed by the general meeting and pursuant to the laws and regulations and the relevant provisions the Articles of Association, by the following methods:</p> <ol style="list-style-type: none"> <li>(1) Issuing new shares to unspecified investors;</li> <li>(2) Placing new shares with existing Shareholders;</li> <li>(3) Giving new shares to existing shareholders;</li> <li>(4) Converting the reserve funds into share capital;</li> <li>(5) Other means permitted by the law and administrative regulations and approved by the relevant regulatory authorities.</li> </ol> <p>Increasing capital by issuing new shares shall be carried out by the Company in accordance with the procedures as specified under the relevant national laws and regulations, after having been approved in accordance with the Articles of Association.</p>	<p>Article <del>24</del><b>22</b></p> <p>Based on operational and developmental needs, the Company may increase share capital, after a <del>special</del> <b>separate</b> resolution is passed by the general meeting and pursuant to the laws and regulations and the relevant provisions the Articles of Association, by the following methods:</p> <ol style="list-style-type: none"> <li>(1) <del>Issuing new shares to unspecified investors</del> <b><u>Public issuance of shares;</u></b></li> <li>(2) <del>Placing new shares with existing Shareholders</del> <b><u>Non-public issuance of shares;</u></b></li> <li>(3) Giving new shares to existing shareholders;</li> <li>(4) Converting the reserve funds into share capital;</li> <li>(5) Other means <del>permitted</del> <b><u>stipulated</u></b> by the law and administrative regulations and approved by the relevant regulatory authorities.</li> </ol> <p>Increasing capital by issuing new shares shall be carried out by the Company in accordance with the procedures as specified under the relevant <del>national</del> laws and regulations <b><u>of the PRC and the laws and regulations and listing rules of the place where the Company's shares are listed,</u></b> after having been approved in accordance with the Articles of Association <b><u>and the relevant requirements of the place where the Company's shares are listed.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p data-bbox="204 263 320 289">Article 26</p> <p data-bbox="204 338 783 442">If the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared.</p> <p data-bbox="204 491 783 853">The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers within 30 days, from the date of passing the resolution for reduction of capital by the Company. A creditor may, within 30 days after receipt of the notice or, in the case of failure to receive such notice, within 45 days from the date of announcement, require the Company to repay its debts or to provide corresponding guarantee for such debt.</p> <p data-bbox="204 902 783 1006">The reduced registered capital of the Company may not be less than the statutory minimum amount.</p>	<p data-bbox="813 263 959 289">Article <del>26</del><b>24</b></p> <p data-bbox="813 338 1393 442">If the Company reduces its registered capital, a balance sheet and an inventory of assets should be prepared.</p> <p data-bbox="813 491 1393 932">The Company shall notify the creditors within 10 days, and publish an announcement in the newspapers <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 30 days, from the date of passing the resolution <b><u>at the general meeting</u></b> for reduction of capital by the Company. A creditor may, within 30 days after receipt of the notice or, in the case of failure to receive such notice, within 45 days from the date of announcement, require the Company to repay its debts or to provide corresponding guarantee for such debt.</p> <p data-bbox="813 981 1393 1229">The reduced registered capital of the Company may not be less than the statutory minimum amount. <b><u>If the Company reduces its registered capital, it shall reduce its shares in proportion to the shares held by its shareholders, unless otherwise provided by the laws or the Articles of Association.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 27</p> <p>The Company may, in the following circumstances, repurchase its own issued and outstanding shares according to the procedures prescribed by laws and regulations and the Articles of Association, and reporting the same to the relevant national authorities for approval:</p> <ol style="list-style-type: none"> <li>(1) Cancellation of shares to reduce the registered capital of the Company;</li> <li>(2) Merger with other companies holding shares in the Company;</li> <li>(3) Apply the shares to employee share ownership plan or share incentive plan;</li> <li>(4) Apply the shares to convert convertible corporate bonds issued by the Company into shares;</li> <li>(5) The share repurchase is necessary to maintain the value of the Company and the interests of its shareholders;</li> <li>(6) Shareholders who dissent the resolution passed by the general meeting on the merger or division of the Company and request the Company to purchase their shares.</li> </ol> <p>If the Company repurchase its own shares due to reasons specified in items (1) to (5) in the preceding paragraph, a resolution shall be passed by the general meeting.</p>	<p>Article <del>27</del><u>25</u></p> <p><del>The Company may, in the following circumstances, repurchase its own issued and outstanding shares according to the procedures prescribed by laws and regulations and the Articles of Association, and reporting the same to the relevant national authorities for approval</del>  <b><u>not acquire its own shares, except in one of the following circumstances:</u></b></p> <ol style="list-style-type: none"> <li>(1) <del>Cancellation of shares to reduce</del> <b><u>Reduction</u></b> of the registered capital of the Company;</li> <li>(2) Merger with other companies holding shares in the Company;</li> <li>(3) Apply the shares to employee share ownership plan or share incentive plan;</li> <li>(4) Apply the shares to convert convertible corporate bonds issued by the Company into shares;</li> <li>(5) The share repurchase is necessary to maintain the value of the Company and the interests of its shareholders;</li> <li>(6) Shareholders who dissent the resolution passed by the general meeting on the merger or division of the Company and request the Company to purchase their shares.</li> </ol> <p>If the Company repurchases<del> </del> its own shares due to reasons specified in items (1) to (5) in the preceding paragraph, a resolution shall be passed by the general meeting.</p>



Original Article	Amended Article
<p>After the Company has repurchased its own shares pursuant to the provisions in the first paragraph of this Article, in the event of item (1), the repurchased shares shall be cancelled within 10 days from the date of repurchase; in the event of items (2) and (6), the repurchased shares shall be transferred or cancelled within 6 months; in the event of items (3), (4) and (5), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and the repurchased shares shall be transferred or cancelled within 3 years.</p> <p>After the Company has repurchased its own shares, the Company shall perform its information disclosure obligations in accordance with the provisions of the Securities Law of the PRC and the Hong Kong Listing Rules.</p>	<p>After the Company has repurchased its own shares pursuant to the provisions in the first paragraph of this Article, in the event of item (1), the repurchased shares shall be cancelled within 10 days from the date of repurchase; in the event of items (2) and (6), the repurchased shares shall be transferred or cancelled within 6 months; in the event of items (3), (4) and (5), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and the repurchased shares shall be transferred or cancelled within 3 years.</p> <p><b><u>The acquisition of the Company's shares by the Company may be conducted through open and centralized trading, or by other means recognized by laws and regulations and the China Securities Regulatory Commission as well as the place where the Company's shares are listed. Where the Company acquires its own shares as a result of the circumstances set forth in items (3), (4) and (5) of the first paragraph of this Article, it shall do so by means of open and centralized trading.</u></b></p> <p><b><u>Notwithstanding the foregoing, if the applicable laws and regulations, other provisions of the Articles of Association and the laws of the place where the Company's shares are listed or the securities regulatory authorities provide otherwise in respect of the foregoing matters relating to the repurchase of the Company's shares, the Company shall comply with the provisions thereof.</u></b></p> <p>After the Company has repurchased its own shares, the Company shall perform its information disclosure obligations in accordance with the provisions of the Securities Law of the PRC and<sub>2</sub> the Hong Kong Listing Rules <b><u>and other applicable laws and regulations as well as the regulatory requirements of the place where the Company's shares are listed.</u></b></p>

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**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 320 293">Article 28</p> <p data-bbox="204 338 783 480">With approval from the relevant competent national authorities to repurchase its own shares, the Company may proceed with one of the following methods:</p> <ol data-bbox="204 527 783 966" style="list-style-type: none"><li data-bbox="204 527 783 591">(1) Making of a repurchase offer in the same proportion to all shareholders;</li><li data-bbox="204 640 783 704">(2) Repurchase through open transactions on a stock exchange;</li><li data-bbox="204 753 783 817">(3) Repurchase by agreement outside any stock exchange;</li><li data-bbox="204 866 783 966">(4) Other methods permitted by laws and administrative regulations and approved by relevant regulatory authorities.</li></ol>	<p data-bbox="812 263 1139 293">This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 320 289">Article 29</p> <p data-bbox="204 342 783 704">In the event of a repurchase of shares by the Company by an agreement outside a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the Articles of Association. Upon obtaining prior approval at the general meeting in the same manner, the Company may terminate or modify the contracts concluded in the aforesaid manner or waive any of its rights under such contracts.</p> <p data-bbox="204 753 783 932">The contracts for the repurchase of shares referred to in the preceding paragraph include (but are not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p data-bbox="204 981 783 1081">The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p data-bbox="204 1129 783 1378">The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchase is to be made by way of tender, the relevant tender must be made available to all shareholders on the same terms.</p>	<p data-bbox="813 263 1137 289">This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 30</p> <p>The Company shall cancel or transfer the repurchased shares within the period prescribed by laws and regulations. The Company shall apply to the original company registration authority for a change of registration in registered capital and issue a relevant announcement thereof.</p> <p>The total par value of the cancelled shares should be deducted from the Company’s registered capital.</p>	<p>Article <del>30</del><b>26</b></p> <p><del>The Company shall cancel or transfer the repurchased shares within the period prescribed by laws and regulations. The Company</del>  <b><u>If the Company cancels the shares legally repurchased, it</u></b> shall apply to the original company registration authority for a change of registration in registered capital <b><u>in accordance with the laws</u></b> and issue a relevant announcement thereof.</p> <p>The total par value of the cancelled shares should be deducted from the Company’s registered capital. <b><u>The repurchase of the Company’s H shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements of the place where the Company’s H shares are listed.</u></b></p>
<p>Article 31</p> <p>Unless the Company has entered into the liquidation stage, the Company shall comply with the following provisions whenever it repurchases issued and outstanding shares:</p> <p>(1) If the Company repurchases shares at par value, the amount required should be deducted from the book balance of distributable profit and the proceeds from new shares issued for the repurchase of old shares;</p>	<p>This article has been deleted</p>

Original Article	Amended Article
<p>(2) If the Company repurchases shares at a premium above par value, the amount equivalent to the par value shall be deducted from the book balance of distributable profit and the proceeds from new shares issued for the repurchase of old shares; while the amount above par value shall be treated in accordance with the following methods:</p> <ol style="list-style-type: none"> <li>1. If the shares repurchased were issued at par value, the amount should be deducted from the book balance of distributable profit;</li> <li>2. If the shares repurchased were issued at a premium above par value, the amount should be deducted from the book balance of distributable profit and the proceeds from new shares issued for the repurchase of old shares; however the amount to be deducted from the proceeds of new shares issued shall not exceed the total premium amount received at the time when the old shares were issued, nor shall it exceed the balance in the premium account (or capital reserve account) at the time of repurchase (including the premium amount resulting from the issuance of new shares);</li> </ol>	

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(3) The amount paid by the Company for the following purposes shall be deducted from the Company’s distributable profit:</p> <ol style="list-style-type: none"> <li>1. for acquiring the right of repurchase to buy back its own shares;</li> <li>2. for changing the contract for buying back its own shares;</li> <li>3. for discharging its obligations under the repurchase contract.</li> </ol> <p>(4) After the aggregate par value of the cancelled shares is deducted from the Company’s registered capital in accordance with the relevant provisions, the amount deducted from the distributable profit used for the repurchase of shares at par value shall be credited to the Company’s premium account (or the capital reserve account).</p> <p>If there are applicable provisions to the contrary regarding the financial treatment of the aforementioned share repurchase in the relevant requirements of laws, regulations and regulatory authorities, such provisions shall prevail.</p>	

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 32</p> <p>Shares of the Company held by promoters shall not be transferred within one year from the date of incorporation of the Company. Shares which were issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date when the shares of the Company are listed and traded on the stock exchange.</p> <p>Each of the directors, supervisors and senior management of the Company shall report to the Company his shareholding in the Company and any changes thereof, and during his term of office, the number of shares transferred in each year shall not exceed 25% of the total number of shares held by him in the Company, and the shares in the Company held by him are not transferable within one year from the date when the shares of the Company are listed and traded on the stock exchange. The shares of the Company held by the aforementioned officer shall not be transferred within six months after termination of his position.</p>	<p>Article <del>32</del><u>27</u></p> <p><del>Shares of the Company held by promoters shall not be transferred within one year from the date of incorporation of the Company. Shares which were issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date when the shares of the Company are listed and traded on the stock exchange.</del></p> <p>Each of the directors, supervisors and senior management of the Company shall report to the Company his shareholding in the Company and any changes thereof, and during his term of office <b><u>as determined upon appointment</u></b>, the number of shares transferred in each year shall not exceed 25% of the total number of shares held by him in the Company, and the shares in the Company held by him are not transferable within one year from the date when the shares of the Company are listed and traded on the stock exchange. The shares of the Company held by the aforementioned officer shall not be transferred within six months after termination of his position.</p> <p><b><u>If the shares are pledged within the lock-up period prescribed by laws and regulations, the pledgee may not exercise the pledge right within the lock-up period.</u></b></p>
<p>Article 33</p> <p>Unless otherwise specified by laws and regulations, Hong Kong Listing Rules and the Articles of Association, the shares held by shareholders of the Company may be freely transferable and are not subject to any liens attached. The transfer of H Shares shall be registered with the local share registrar in Hong Kong designated by the Company.</p>	<p>Article <del>33</del><u>28</u></p> <p>Unless otherwise specified by laws and regulations, Hong Kong Listing Rules and the Articles of Association, the shares held by shareholders of the Company may be freely transferable and are not subject to any liens attached. <del>The transfer of H Shares shall be registered with the local share registrar in Hong Kong designated by the Company.</del> <b><u>The transfer of shares by shareholders shall be conducted on a stock exchange established by law or in other ways prescribed by the State Council.</u></b></p>

Original Article	Amended Article
<p>Article 34</p> <p>All fully paid H Shares may be freely transferred in accordance with the Articles of Association. However, unless the following conditions are met, the Board may refuse to recognize any transfer documents, and without stating any reason:</p> <ol style="list-style-type: none"> <li>(1) the prescribed fee specified by the Hong Kong Stock Exchange in the Hong Kong Listing Rules has been paid to the Company, such fee shall not exceed the maximum amount of fees prescribed in the Hong Kong Listing Rules from time to time, and all transfer documents and other documents which relate to or may affect the title of any shares have been registered;</li> <li>(2) the transfers are only relating to H Shares;</li> <li>(3) the stamp duty payable for the transfer documents under the laws of Hong Kong has been paid;</li> <li>(4) the relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares are provided;</li> <li>(5) where the shares are intended to be transferred to joint holders, the number of such joint shareholders shall not exceed four;</li> <li>(6) the relevant shares are not attached with any lien of the Company.</li> </ol> <p>If the Board refuses to register any transfer of shares, the Company shall issue a notice to the transferor and the transferee within 10 working days from the date on which the transfer application has been duly submitted to notify them of the refusal to register such transfer.</p>	<p>This article has been deleted</p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 39</p> <p>The following acts are not deemed to be acts prohibited by Article 37 in the Articles of Association:</p> <p>(1) the relevant financial assistance provided by the Company is truly in the interest of the Company and the main purpose of such financial assistance is not to purchase the shares of the Company or such financial assistance is a part incidental to a certain master plan of the Company;</p> <p>(2) the Company distributes its assets lawfully as dividends;</p> <p>(3) the distribution of dividends in the form of shares;</p> <p>(4) the reduction of registered capital, repurchase of shares, adjustment of shareholding structure or other acts in accordance with the Articles of Association;</p>	<p>Article <del>39</del><b>33</b></p> <p>The following acts are not deemed to be acts prohibited by Article <del>37</del><b>31</b> in the Articles of Association:</p> <p>(1) the relevant financial assistance provided by the Company is truly in the interest of the Company <del>and the main purpose of such financial assistance is not to purchase the shares of the Company or such financial assistance is a part incidental to a certain master plan of the Company,</del> <b><u>by resolution of the general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the general meeting, the Company may provide financial assistance to others for the acquisition of the Company’s shares, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total amount of the issued share capital of the Company; the above resolution of the Board shall be passed by more than two-thirds of all directors;</u></b></p> <p><del>(2) the Company distributes its assets lawfully as dividends;</del></p> <p><del>(3) the distribution of dividends in the form of shares;</del></p> <p><del>(4) the reduction of registered capital, repurchase of shares, adjustment of shareholding structure or other acts in accordance with the Articles of Association;</del></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(5) the provision of loans by the Company for its normal business activities within its scope of business (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company);</p> <p>(6) the provision of funds by the Company for employee stock ownership plans (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company).</p>	<p><del>(5) the provision of loans by the Company for its normal business activities within its scope of business (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company);</del></p> <p><b>(6<del>2</del>)</b> the provision of funds by the Company for employee stock ownership plans (but should not lead to a reduction in the net assets of the Company, or even though a reduction is resulted, such financial assistance is financed by the distributable profit of the Company).</p> <p><b><u>If violation of the above provisions causes losses to the Company, the responsible directors, supervisors and senior management shall be liable for compensation.</u></b></p>
<p>Article 41</p> <p>.....</p> <p>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders, shall agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws and regulations, and the provisions of the Articles of Association.</p> <p>.....</p>	<p>Article <del>41</del><b>35</b></p> <p>.....</p> <p>(1) The share purchasers and the Company and each of the shareholders, and the Company and each of the shareholders, shall agree to observe and comply with the requirements of the Company Law, <del>the Special Regulations</del> and other relevant laws and regulations, and the provisions of the Articles of Association.</p> <p>.....</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 320 293">Article 42</p> <p data-bbox="204 342 786 895">The share certificates shall be signed by the chairman of the Board. Where the signatures of the general manager or other senior management of the Company are required by the stock exchange on which the shares of the Company are listed, the share certificates shall also be signed by the general manager or other relevant senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. The Company may stamp on share certificates upon authorization of the Board. The signatures of the chairman of the Board, general manager or other relevant senior management on the share certificates may also be in printed form.</p> <p data-bbox="204 942 786 1119">In the circumstances of paperless issuance and trading of the shares of the Company, contrary provisions by local securities regulatory authorities of the place in which shares of the Company are listed shall apply.</p>	<p data-bbox="813 263 1137 293">This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 43</p> <p>The Company shall establish a register of shareholders to register the following particulars or perform registration of shareholders in accordance with the provisions of laws and regulations and the Hong Kong Listing Rules:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is sufficient evidence to prove the holding of shares of the Company by the shareholders, except where evidence to the contrary is available.</p>	<p>Article <del>43</del><u>36</u></p> <p>The Company shall <del>establish a register of shareholders to register the following particulars or perform registration of shareholders in accordance with the provisions of laws and regulations and the Hong Kong Listing Rules</del> <b><u>prepare a register of shareholders and keep it at the Company. The register of shareholders shall contain the following particulars:</u></b></p> <p>(1) The name, <del>address (and domicile), occupation or nature</del> of each shareholder;</p> <p>(2) T h e class <b><u>type</u></b> and number of shares held <b><u>subscribed</u></b> by each shareholder;</p> <p>(3) <del>The amount paid or payable for the shares held by each shareholder</del> <b><u>The number of the share certificate if it is issued in paper form;</u></b></p> <p>(4) <del>The serial number of the shares held by each shareholder;</del></p> <p>(<del>5</del><u>4</u>) <del>The date on which each shareholder is registered as a shareholder;</del> <b><u>acquires the shares.</u></b></p> <p>(6) <del>The date on which each shareholder ceases to be a shareholder.</del></p> <p>The register of shareholders is sufficient evidence to prove the holding of shares of the Company by the shareholders, except where evidence to the contrary is available.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 44</p> <p>.....</p> <p>The Company shall keep at its domicile a duplicate of the register of holders of overseas-listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas-listed shares and its duplicate are consistent at all times.</p> <p>Where the original and duplicate of the register of holders of overseas-listed shares are inconsistent, the original shall prevail.</p>	<p>Article <del>44</del><u>37</u></p> <p>.....</p> <p>The Company shall keep at its domicile a duplicate of the register of holders of overseas-listed shares. The appointed agent outside the PRC shall ensure that the register of holders of overseas-listed shares and its duplicate are consistent at all times. <b><u>The register of shareholders maintained in Hong Kong shall be open to inspection by shareholders but the Company may be permitted to close the register of shareholders in accordance with the equivalent provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></b></p> <p>Where the original and duplicate of the register of holders of overseas-listed shares are inconsistent, the original shall prevail.</p>
<p>Article 45</p> <p>The Company shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(1) register of shareholders kept at the Company's domicile, other than those specified in items (2) and (3) of this article;</p> <p>(2) register of shareholders of overseas-listed shares kept in the place of the stock exchange outside the PRC on which the shares are listed;</p> <p>(3) register of shareholders kept in other places as the Board may decide necessary for listing the shares of the Company.</p>	<p>This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 46</p> <p>The various parts of the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.</p> <p>Changes and corrections to each part of the register of shareholders shall be carried out in accordance with the laws of the places where each part is kept.</p>	<p>This article has been deleted</p>
<p>Article 49</p> <p>Any person that dissents from the register of shareholders and requires his name to be entered into or removed from the register may apply to a competent court for correction of the register of shareholders.</p>	<p>This article has been deleted</p>
<p>Article 50</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Share Certificate”) is lost.</p> <p>Where a domestic shareholder or a holder of unlisted foreign shares has lost his share certificate, an application for the issue of a replacement domestic share certificate or a replacement share certificate of unlisted foreign shares shall be dealt with in accordance with the relevant provisions of the Company Law.</p>	<p>Article <del>50</del><u>40</u></p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Company for a replacement certificate in respect of such shares (the “Relevant Shares”) if his share certificate (the “Original Share Certificate”) is lost.</p> <p>Where a domestic shareholder or a holder of unlisted foreign shares has lost his share certificate, an application for the issue of a replacement domestic share certificate or a replacement share certificate of unlisted foreign shares shall be dealt with in accordance with the relevant provisions of the Company Law.</p>

Original Article	Amended Article
<p>Where a shareholder of overseas-listed shares has lost his share certificate, an application for the issue of a replacement overseas-listed share certificate shall be dealt with in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is kept.</p>	<p>Where a shareholder of overseas-listed shares has lost his share certificate, an application for the issue of a replacement overseas-listed share certificate shall be dealt with in accordance with the laws, stock exchange rules and other relevant regulations of the place where the original register of shareholders of overseas-listed shares is kept.</p>
<p>Where a shareholder of H Shares has lost his share certificate, an application for the issue of a replacement certificate shall comply with the following requirements:</p>	<p><del>Where a shareholder of H Shares has lost his share certificate, an application for the issue of a replacement certificate shall comply with the following requirements:</del></p>
<p>(1) The applicant shall submit the application in the standard form prescribed by the Company accompanied by a notary certificate or a statutory declaration. The notary certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may require registration as a shareholder in respect of the Relevant Shares.</p>	<p><del>(1) The applicant shall submit the application in the standard form prescribed by the Company accompanied by a notary certificate or a statutory declaration. The notary certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and proof of the loss of the share certificate and a declaration stating that no other person may require registration as a shareholder in respect of the Relevant Shares.</del></p>
<p>(2) Before the Company decides to issue a replacement certificate, no declaration has been received from any person other than the applicant requiring to be registered as a shareholder in respect of the shares.</p>	<p><del>(2) Before the Company decides to issue a replacement certificate, no declaration has been received from any person other than the applicant requiring to be registered as a shareholder in respect of the shares.</del></p>
<p>(3) If the Company has decided to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention in the newspapers designated by the Board; the period of the public announcement shall be 90 days, during which the publication of such announcement shall be repeated at least once every 30 days.</p>	<p><del>(3) If the Company has decided to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention in the newspapers designated by the Board; the period of the public announcement shall be 90 days, during which the publication of such announcement shall be repeated at least once every 30 days.</del></p>

Original Article	Amended Article
<p>(4) Prior to the publication of the aforesaid announcement for preparing to issue the replacement certificate, the Company shall submit a copy of the proposed announcement to the stock exchange on which the shares of the Company are listed, and shall publish the announcement after obtaining the confirmation of the stock exchange that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days.</p> <p>If the shareholders of the Relevant Shares registered on the share register do not consent to the issuance of replacement share certificates, the Company shall send a copy of the proposed announcement to such shareholders by post.</p>	<p><del>(4) Prior to the publication of the aforesaid announcement for preparing to issue the replacement certificate, the Company shall submit a copy of the proposed announcement to the stock exchange on which the shares of the Company are listed, and shall publish the announcement after obtaining the confirmation of the stock exchange that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days.</del></p> <p><del>If the shareholders of the Relevant Shares registered on the share register do not consent to the issuance of replacement share certificates, the Company shall send a copy of the proposed announcement to such shareholders by post.</del></p>
<p>(5) Upon expiry of the 90-day publication period for the announcement as stipulated in items (3) and (4) of this Article, if no objection has been received by the Company from anyone, the replacement share certificate shall be issued in accordance with the submitted application.</p>	<p><del>(5) Upon expiry of the 90-day publication period for the announcement as stipulated in items (3) and (4) of this Article, if no objection has been received by the Company from anyone, the replacement share certificate shall be issued in accordance with the submitted application.</del></p>
<p>(6) When a replacement share certificate is issued pursuant to this Article, the Company shall immediately cancel the Original Share Certificate, and record this event of cancellation and replacement in the register of shareholders.</p>	<p><del>(6) When a replacement share certificate is issued pursuant to this Article, the Company shall immediately cancel the Original Share Certificate, and record this event of cancellation and replacement in the register of shareholders.</del></p>
<p>(7) All expenses incurred by the Company in connection with the cancellation of the Original Share Certificate and the issue of replacement share certificate shall be borne by the applicant. The Company has the right to refuse taking any action until the applicant has provided reasonable guarantee for the expenses involved.</p>	<p><del>(7) All expenses incurred by the Company in connection with the cancellation of the Original Share Certificate and the issue of replacement share certificate shall be borne by the applicant. The Company has the right to refuse taking any action until the applicant has provided reasonable guarantee for the expenses involved.</del></p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 51</p> <p>After the Company has issued the replacement share certificate in accordance with the Articles of Association, the name (description) of the bona fide purchaser who obtains the replacement share certificate or the shareholder who has subsequently registered as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.</p>	<p>This article has been deleted</p>
<p>Article 52</p> <p>The Company shall not be liable for any damages suffered by any person from the cancellation of the Original Share Certificate or the issue of the replacement share certificate, unless the claimant can prove fraudulent act on the part of the Company.</p> <p>Registration is necessary for any instruments of transfer and other documents which are relevant to or may affect the title of any registered securities. If any fees are required to be collected in respect of such registration, the amount of such fees shall not exceed the maximum amount prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules from time to time.</p>	<p>This article has been deleted</p>
<p>Article 54</p> <p>Ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) To request, convene, hold, participate or send proxy to attend general meetings and exercise the speaking rights and pro-rata voting rights in accordance with the law;</p> <p>.....</p>	<p>Article <del>54</del><b>42</b></p> <p>Ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(2) To request, convene, hold, participate or send proxy to attend general meetings and exercise the speaking rights and pro-rata voting rights in accordance with the law;</p> <p>.....</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(5) To obtain relevant information in accordance with the laws, regulations and provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. To obtain a duplicate copy of the Articles of Association after payment of a charge to cover the costs;</li> <li>2. Being entitled to access and, after payment of a reasonable charge, make a copy of: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) personal information of the directors, supervisors and senior management of the Company, including: <ol style="list-style-type: none"> <li>(a) current and previous names and aliases;</li> <li>(b) main address (domicile);</li> <li>(c) nationality;</li> <li>(d) full-time and all other part-time occupations and duties;</li> <li>(e) identification documents and their numbers.</li> </ol> </li> <li>(iii) status of the share capital of the Company;</li> <li>(iv) special resolutions of the Company;</li> </ol> </li> </ol>	<p>(5) To obtain relevant information in accordance with the laws, regulations and provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. To obtain a duplicate copy of the Articles of Association after payment of a charge to cover the costs;</li> <li>2. Being entitled to access and, after payment of a reasonable charge, make a copy of: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) <del>personal information of the directors, supervisors and senior management of the Company, including:</del> <ol style="list-style-type: none"> <li>(a) <del>current and previous names and aliases;</del></li> <li>(b) <del>main address (domicile);</del></li> <li>(c) <del>nationality;</del></li> <li>(d) <del>full-time and all other part-time occupations and duties;</del></li> <li>(e) <del>identification documents and their numbers.</del></li> </ol> </li> <li>(iii) <del>status of the share capital of the Company;</del></li> <li>(iv) <del>special resolutions of the Company;</del></li> </ol> </li> </ol>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(v) reports of the aggregate par value, number of shares, the highest and lowest prices of each class of shares repurchased by the Company since the preceding accounting year, and all the expenses paid by the Company therefor;</p>	<p><del>(v) reports of the aggregate par value, number of shares, the highest and lowest prices of each class of shares repurchased by the Company since the preceding accounting year, and all the expenses paid by the Company therefor;</del></p>
<p>(vi) stubs of corporate bonds, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, financial accounting report, minutes of general meetings (for inspection by shareholders only);</p>	<p><del>(vii) stubs of corporate bonds, resolutions of the Board meetings, resolutions of the Supervisory Committee meetings, financial accounting report, minutes of general meetings (for inspection by shareholders only);</del></p>
<p>(vii) the audited financial statements and the reports of the Board, Supervisory Committee and auditors of the Company for the latest period;</p>	<p><del>(viii) the audited financial statements and the reports of the Board, Supervisory Committee and auditors of the Company for the latest period;</del></p>
<p>(viii) the latest corporate annual report/ annual return for the latest period which has been filed with the administration for industry and commerce or other competent authorities;</p>	<p><del>(viiii) the latest corporate annual report/ annual return for the latest period which has been filed with the administration for industry and commerce or other competent authorities;</del></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>The Company is required to make available the documents as set out above, except for item (2), at the Hong Kong address of the Company for inspection by the general public and the shareholders free of charge.</p>	<p>The Company is required to make available the documents as set out above, except for item (2), at the Hong Kong address of the Company for inspection by the general public and the shareholders free of charge.</p>
<p>(6) When the Company terminates or liquidates, receive its portion of remaining assets of the Company according to the proportion of shares held;</p>	<p><b><u>3. Shareholders who have individually or collectively held more than 3% of the Company's shares for more than 180 consecutive days shall have the right to inspect the Company's accounting books and documents upon written request and explanation of the purpose in accordance with the laws;</u></b></p>
<p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to repurchase his shares subject to fulfillment of the required procedures for share repurchase by the Company in accordance with the Articles of Association and the relevant laws and regulations;</p>	<p>(6) When the Company terminates or liquidates, receive its portion of remaining assets of the Company according to the proportion of shares held;</p>
<p>(8) Shareholders who, individually or jointly, own more than 3% of the shares of the Company are entitled to make ad hoc proposals for submission to the Board 10 days before the date of convening the general meeting;</p>	<p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to repurchase his shares subject to fulfillment of the required procedures for share repurchase by the Company in accordance with the Articles of Association and the relevant laws and regulations;</p>
<p>(9) Other rights conferred by laws, regulations and the Articles of Association.</p>	<p>(8) Shareholders who, individually or jointly, own more than <del>3%</del><b>1%</b> of the shares of the Company are entitled to make ad hoc proposals for submission to the Board 10 days before the date of convening the general meeting;</p>
	<p>(9) Other rights conferred by laws, regulations and the Articles of Association.</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Where any directly or indirectly interested persons exercise the rights attached to the shares of the Company without disclosure of such interests to the Company, the Company shall not freeze or otherwise prejudice any right of such person attached to the shares solely for this reason.</p>	<p>Where any directly or indirectly interested persons exercise the rights attached to the shares of the Company without disclosure of such interests to the Company, the Company shall not freeze or otherwise prejudice any right of such person attached to the shares solely for this reason.</p> <p><b><u>If a shareholder requests to inspect the Company’s accounting books and documents in accordance with the provisions of the preceding paragraph, he or she shall submit a written request to the Company, stating the purpose. If the Company has reasonable grounds to believe that a shareholder’s inspection of the accounting books and documents has an improper purpose and may jeopardize the legitimate interests of the Company, the Company may refuse such request and shall, within 15 days from the date of the shareholder’s written request, reply to the shareholder in writing and state the reasons. If the Company refuses the request for inspection, the shareholders may file a lawsuit with the people’s court.</u></b></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 43</u></b></p> <p><b><u>If the content of the resolution of the general meeting or the Board of the Company violates laws or administrative regulations, the shareholders shall have the right to request the people’s court to invalidate the resolution.</u></b></p> <p><b><u>If the procedures for convening a meeting or the voting method of the general meeting or the Board of the Company violate the laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall have the right to request the people’s court to revoke it within 60 days from the date on which the resolution is made, unless the procedures for convening the general meeting or the meeting of the Board or the voting method are only slightly defective and do not materially affect the resolution.</u></b></p>

Original Article	Amended Article
Addition	<p><b><u>Article 44</u></b></p> <p><b><u>If the directors or senior management violate the laws, administrative regulations or the provisions of the Articles of Association in the execution of their duties and cause losses to the Company, the shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days shall have the right to request the Supervisory Committee in writing to file a lawsuit with the people’s court; and if the Supervisory Committee violates the laws, administrative regulations or the provisions of the Articles of Association in the execution of its duties and causes losses to the Company, the shareholders may request the Board in writing to file a lawsuit with the people’s court.</u></b></p> <p><b><u>If the Supervisory Committee or the Board refuses to file a lawsuit upon receipt of a written request from a shareholder as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholder as stipulated in the preceding paragraph shall have the right to file a lawsuit in his or her own name for the benefit of the Company directly with the people’s court.</u></b></p>

Original Article	Amended Article
	<p><u>If other persons infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may file a lawsuit with the people’s court in accordance with the provisions of the preceding two paragraphs.</u></p> <p><u>If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or if other persons have infringed upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and have caused losses, shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs, request, in writing, that the supervisory committee or board of directors of the wholly-owned subsidiary file a lawsuit with the people’s court or file a lawsuit directly with the people’s court in their own name.</u></p>
Addition	<p><u>Article 45</u></p> <p><u>In the event that the directors or senior management violate the laws, administrative regulations or the provisions of the Articles of Association and jeopardize the interests of the shareholders, the shareholders may file a lawsuit with the people’s court.</u></p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 55</p> <p>Ordinary shareholders of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>(1) Comply with laws, regulations and the Articles of Association;</li> <li>(2) Pay for the shares based on the shares subscribed and the method of subscription;</li> <li>(3) Not surrender the shares to the Company except under circumstances prescribed by laws and regulations;</li> <li>(4) Not abuse the rights as a shareholder to harm the interests of the Company or other shareholders. If a shareholder of the Company abuses his rights as a shareholder and causes losses to the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. If a shareholder of the Company abuses its corporate legal person status and limited liability of being a shareholder to evade indebtedness and causes serious harm to the interests of the creditors of the Company, such shareholder shall be subject to joint and several liabilities for the indebtedness of the Company;</li> <li>(5) Other obligations to be undertaken by shareholders as required under the laws, regulations and the Articles of Association.</li> </ol> <p>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to as a subscriber of shares at the time of subscription.</p>	<p>Article <del>55</del><u>46</u></p> <p>Ordinary shareholders of the Company shall undertake the following obligations:</p> <ol style="list-style-type: none"> <li>(1) Comply with laws, regulations and the Articles of Association;</li> <li>(2) Pay for the shares based on the shares subscribed and the method of subscription;</li> <li>(3) Not surrender the shares to the Company except under circumstances prescribed by laws and regulations;</li> <li>(4) Not abuse the rights as a shareholder to harm the interests of the Company or other shareholders. If a shareholder of the Company abuses his rights as a shareholder and causes losses to the Company or other shareholders, such shareholder shall be liable for damages in accordance with the law. If a shareholder of the Company abuses its corporate legal person status and limited liability of being a shareholder to evade indebtedness and causes serious harm to the interests of the creditors of the Company, such shareholder shall be subject to joint and several liabilities for the indebtedness of the Company;</li> <li>(5) Other obligations to be undertaken by shareholders as required under the laws, regulations and the Articles of Association.</li> </ol> <p><del>Shareholders shall not bear any liability for further contribution to share capital other than the conditions agreed to as a subscriber of shares at the time of subscription.</del></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 47</u></b></p> <p><b><u>A shareholder holding more than 5% of the Company’s voting shares who pledges his/her shares shall make a written report to the Company on the date such fact occurs.</u></b></p>
Addition	<p><b><u>Article 48</u></b></p> <p><b><u>Controlling shareholders and de facto controllers of the Company shall not take advantage of their connected relationships to jeopardize the interests of the Company. Those who violate the provisions and cause losses to the Company shall be liable for compensation.</u></b></p> <p><b><u>The controlling shareholders and de facto controllers of the Company have fiduciary duties to the Company and all shareholders of the Company. Controlling shareholders shall exercise the rights of contributors in strict accordance with the laws, and shall not jeopardize the legitimate rights and interests of the Company and the public shareholders by way of profit distribution, asset reorganization, external investment, capital appropriation, loan guarantee, etc., and shall not utilize their controlling position to jeopardize the interests of the Company and other shareholders.</u></b></p>

Original Article	Amended Article
<p>Article 56</p> <p>In addition to the obligations as required under the laws, regulations or the relevant requirements of the securities regulatory authority of the place where the shares of the Company are listed, controlling shareholders may not, in the exercise of their powers as shareholders, make decisions prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) Relieving a director or supervisor of the responsibility to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for the benefit of himself or another person) to deprive the Company of its property in any way, including (but not limited to) any opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for the benefit of himself or another person) to deprive other shareholders of their rights or interests, including (but not limited to) the rights to distributions and voting rights, but not including restructuring of the Company submitted to and adopted at the shareholders' general meeting in accordance with the Articles of Association.</p>	<p>This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 320 289">Article 57</p> <p data-bbox="204 342 783 442">The term “controlling shareholder” mentioned in Article 56 refers to a person that satisfies any one of the following conditions:</p> <ol data-bbox="204 491 783 1155" style="list-style-type: none"><li data-bbox="204 491 783 591">(1) When acting alone or in concert with others, such person may elect more than half of the directors;</li><li data-bbox="204 640 783 821">(2) When acting alone or in concert with others, such person may exercise more than 30% of voting rights or may control the exercise of more than 30% of voting rights in the Company;</li><li data-bbox="204 870 783 1008">(3) When acting alone or in concert with others, such person holds more than 30% of the issued and outstanding shares of the Company;</li><li data-bbox="204 1057 783 1155">(4) When acting alone or in concert with others, such person actually controls the Company in any other manner.</li></ol>	<p data-bbox="813 263 1137 289">This article has been deleted</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 58</p> <p>The general meeting shall be the organ of highest authority of the Company and shall exercise the following functions and powers in accordance with the law.</p> <p>(1) Decide on the operation policy and investment plan of the Company;</p> <p>.....</p> <p>(6) Consider and approve the annual financial budget and final accounts of the Company;</p> <p>.....</p> <p>(13) Consider the proposals from shareholders who, individually or jointly, hold more than 3% of the shares of the Company with voting rights;</p> <p>.....</p> <p>(16) Resolutions on other matters that should be approved by a general meeting as required by laws, regulations, listing rules of stock exchange of the place where the shares of the Company are listed.</p>	<p>Article <del>58</del><u>49</u></p> <p>The general meeting shall be the organ of highest authority of the Company and shall exercise the following functions and powers in accordance with the law.</p> <p><del>(1) Decide on the operation policy and investment plan of the Company;</del></p> <p>.....</p> <p><del>(6) Consider and approve the annual financial budget and final accounts of the Company;</del></p> <p>.....</p> <p><del>(13)</del><u>11</u>) Consider the proposals from shareholders who, individually or jointly, hold more than <del>3%</del><u>1%</u> of the shares of the Company with voting rights;</p> <p>.....</p> <p><b><u>(14) Consider and approve the external guarantees subject to approval at the general meeting as stipulated in the Articles of Association;</u></b></p> <p><del>(16)</del><u>15</u>) Resolutions on other matters that should be approved by a general meeting as required by laws, regulations, listing rules of stock exchange of the place where the shares of the Company are listed.</p> <p><b><u>The general meeting may authorize the Board to make resolutions on the issuance of corporate bonds.</u></b></p>

Original Article	Amended Article
<p>Matters within the scope of powers and responsibilities of the general meeting shall be considered and decided by the general meeting, but in necessary, reasonable and lawful circumstances, for the specific relevant matter(s) related to the resolutions that cannot be immediately decided at the general meeting, the general meeting may authorize the Board to make decision within the scope authorized by the general meeting. For authorization granted to the Board by the general meeting, if the matter to be authorized is one that requires to be passed by an ordinary resolution, it should be passed by more than one-half of the shareholders (including proxies) with voting rights attending the general meeting; if the matter is required to be passed by a special resolution, it should be passed by more than two-thirds of the shareholders (including proxies) with voting rights attending the general meeting. The details of the authorization should be described in a clear and specific manner.</p>	<p><del>Matters within the scope of powers and responsibilities of the general meeting shall be considered and decided by the general meeting, but in necessary, reasonable and lawful circumstances, for the specific relevant matter(s) related to the resolutions that cannot be immediately decided at the general meeting, the general meeting may authorize the Board to make decision within the scope authorized by the general meeting.</del></p> <p><b><u>Subject to the relevant laws and regulations and the relevant provisions of the laws and regulations and listing rules of the place where the Company's shares are listed, the general meeting may authorize or delegate to the Board to handle the matters it has authorized or delegated to it, including but not limited to the granting by the general meeting to the Board, subject to applicable laws and regulations and the listing rules, of a general mandate for a period of three years to issue, allot and deal with additional shares in a number not exceeding fifty percent (50%) of the Company's issued shares (or any other lower percentage as provided in the applicable laws and regulations, or the listing rules of the place where the Company's shares are listed) as of the date of passing the resolution.</u></b></p> <p>For authorization granted to the Board by the general meeting, if the matter to be authorized is one that requires to be passed by an ordinary resolution, it should be passed by more than one-half of the shareholders (including proxies) with voting rights attending the general meeting; if the matter is required to be passed by a special resolution, it should be passed by more than two-thirds of the shareholders (including proxies) with voting rights attending the general meeting. The details of the authorization should be described in a clear and specific manner.</p>

Original Article	Amended Article
<p>Article 59</p> <p>Unless otherwise provided in the Articles of Association, matters of external guarantee of the Company must be considered and approved by the Board. If the Company provides guarantee for a shareholder or de facto controller of the Company, a resolution must be passed by the general meeting.</p> <p>When considering a proposal on the provision of guarantee for a shareholder or de facto controller in the general meeting, such shareholder or shareholders controlled by such de facto controller shall not vote on the resolution, such resolution shall be passed by more than one-half of the voting rights held by other shareholders attending the general meeting.</p> <p>Where special rules are provided in the listing rules of the stock exchange of the place where the shares of the Company are listed, such special rules shall apply.</p>	<p>Article <del>59</del><b>50</b></p> <p>Unless otherwise provided in the Articles of Association, matters of external guarantee of the Company must be considered and approved by the Board. <del>If the Company provides guarantee for a shareholder or de facto controller of the Company, a resolution must be passed by the general meeting.</del></p> <p><b><u>The following external guarantees made by the Company shall be subject to the consideration and approval at the general meeting:</u></b></p> <p>(1) <b><u>Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;</u></b></p> <p>(2) <b><u>Any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 30% of the latest audited total assets;</u></b></p> <p>(3) <b><u>Any guarantee provided by the Company within one year in an amount exceeding 30% of the Company's latest audited total assets;</u></b></p> <p>(4) <b><u>Guarantees provided for guarantee recipients with a gearing ratio of over 70%;</u></b></p>

Original Article	Amended Article
	<p>(5) <u>A single guarantee with an amount exceeding 10% of the latest audited net assets;</u></p> <p>(6) <u>Guarantees provided to shareholders, de facto controllers and their related parties;</u></p> <p>(7) <u>Other external guarantees subject to consideration at the general meeting as required by laws and regulations and the listing rules of the stock exchange where the Company’s shares are listed.</u></p> <p>When considering a proposal on the provision of guarantee for a shareholder or de facto controller in the general meeting, such shareholder or shareholders controlled by such de facto controller shall not vote on the resolution, such resolution shall be passed by more than one-half of the voting rights held by other shareholders attending the general meeting.</p> <p>Where special rules are provided in the listing rules of the stock exchange of the place where the shares of the Company are listed, such special rules shall apply.</p>
<p>Article 60</p> <p>Without prior approval by the general meeting, the Company shall not enter into contract with any person other than a director, supervisor or senior management to handover the management of all or a significant part of the operations of the Company to such person.</p>	<p>Article <del>60</del><u>51</u></p> <p><del>Without prior</del><u>Except in special circumstances, such as when the Company is in crisis, without</u> approval by the general meeting <u>by way of a special resolution</u>, the Company shall not enter into contract with any person other than a director; <del>supervisor</del> or senior management to handover the management of all or a significant part of the operations of the Company to such person.</p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 61</p> <p>General meetings include annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and shall be held within six months from the end of the preceding accounting year.</p> <p>The Board shall convene an extraordinary general meeting within two months under any of the following circumstances:</p> <p>.....</p> <p>(2) when the uncompensated losses of the Company reach one-third of the total paid-up share capital;</p> <p>(3) when shareholders, individually or jointly, hold more than 10% of the shares of the Company with voting rights, request in writing to convene an extraordinary general meeting;</p> <p>.....</p>	<p>Article <del>61</del><u>52</u></p> <p>General meetings include annual general meetings and extraordinary general meetings. Annual general meeting shall be convened once a year and shall be held within six months from the end of the preceding accounting year.</p> <p>The Board shall convene an extraordinary general meeting within two months <b><u>from the date of occurrence of the facts</u></b> under any of the following circumstances:</p> <p>.....</p> <p>(2) when the uncompensated losses of the Company reach one-third of the total <del>paid-up</del> share capital;</p> <p>(3) when shareholders, individually or jointly, hold more than 10% of the shares of the Company with voting rights, request in writing to convene an extraordinary general meeting;</p> <p>.....</p>

Original Article	Amended Article
<p data-bbox="204 263 320 293">Article 63</p> <p data-bbox="204 338 783 1040">General meetings are convened by the Board in accordance with the law, the chairman of the Board shall act as chairman of the meeting and shall preside over the meeting. When the chairman of the Board is unable to attend the meeting for any reason, more than half of the members of the Board may designate one director of the Company to convene the meeting on their behalf and act as chairman of the meeting. If the Board fails to designate a chairman for the meeting, the shareholders attending the meeting may elect one person to act as chairman of the meeting and preside over the meeting. If the shareholders fail to elect a chairman of the meeting due to whatever reason, the shareholder (including proxy) who holds the largest number of shares with voting rights attending the meeting shall act as the chairman of the meeting (other than HKSCC Nominees).</p>	<p data-bbox="810 263 956 293">Article <del>63</del><u>54</u></p> <p data-bbox="810 338 1390 1040">General meetings are convened by the Board in accordance with the law, the chairman of the Board shall act as chairman of the meeting and shall preside over the meeting. When the chairman of the Board is unable to attend the meeting for any reason, more than half of the members of the Board may designate one director of the Company to convene the meeting on their behalf and act as chairman of the meeting. If the Board fails to designate a chairman for the meeting, <b><u>more than half of</u></b> the shareholders attending the meeting may elect one person to act as chairman of the meeting and preside over the meeting. If the shareholders fail to elect a chairman of the meeting due to whatever reason, the shareholder (including proxy) who holds the largest number of shares with voting rights attending the meeting shall act as the chairman of the meeting (other than HKSCC Nominees).</p> <p data-bbox="810 1089 1390 1378"><b><u>The chairman of the Supervisory Committee shall preside at any general meeting convened by the Supervisory Committee on its own. In the event that the chairman of the Supervisory Committee is unable to perform his/her duties or fails to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</u></b></p> <p data-bbox="810 1427 1390 1527"><b><u>A general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenors.</u></b></p> <p data-bbox="810 1576 1390 1866"><b><u>If the chairman of the general meeting violates the rules of procedure and makes it impossible for the general meeting to continue, the general meeting may elect a person to act as the chairman of the meeting and continue the meeting with the consent of more than half of the voting shareholders attending the general meeting on site.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 55</u></b></p> <p><b><u>Two or more independent non-executive directors have the right to propose to the Board to convene an extraordinary general meeting. In response to the proposal of independent non-executive directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.</u></b></p> <p><b><u>If the Board agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five days after the Board’s resolution is made; if the Board does not agree to convene an extraordinary general meeting, it will provide explanation and make a public announcement.</u></b></p> <p><b><u>If the securities regulatory authorities of the place where the Company’s shares are listed provide otherwise, such provisions shall apply.</u></b></p>

Original Article	Amended Article
Addition	<p><b><u>Article 56</u></b></p> <p><b><u>The Supervisory Committee shall have the right to propose to the Board to convene an extraordinary general meeting, which shall be submitted in writing to the Board. The Board shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days upon receipt of the proposal.</u></b></p> <p><b><u>If the Board agrees to convene an extraordinary general meeting, it will issue a notice of convening the general meeting within five days after the Board’s resolution is made, and any changes to the original proposal in the notice shall be approved by the Supervisory Committee. If the Board does not agree to convene an extraordinary general meeting or fails to provide feedback within ten days of receipt of the proposal, it shall be deemed that the Board is unable to fulfill or fails to fulfill its duty to convene the general meeting, and the Supervisory Committee may convene and preside over the meeting on its own.</u></b></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
Addition	<p><b><u>Article 57</u></b></p> <p><b><u>Shareholders who individually or collectively hold more than 10% of the Company’s shares shall have the right to request the Board to convene an extraordinary general meeting, which shall be submitted in writing to the Board. The Board shall, in accordance with the laws, administrative regulations, the listing rules of the stock exchange where the Company’s shares are listed and the provisions of the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days upon receipt of the request.</u></b></p>

Original Article	Amended Article
	<p><b><u>If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days after the Board’s resolution is made, and any changes to the original request in the notice shall be approved by the relevant shareholders. If the Board does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days upon receipt of the request, the shareholders who individually or collectively hold more than 10% of the Company’s shares shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall submit the request in writing to the Supervisory Committee.</u></b></p> <p><b><u>If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days upon receipt of the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. If the Supervisory Committee fails to give notice of general meeting within the prescribed period, it shall be deemed that the Supervisory Committee does not convene and preside over the general meeting, and shareholders holding individually or collectively more than 10% of the Company’s shares for more than 90 consecutive days may convene and preside over the meeting on their own.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 58</u></b></p> <p><b><u>If the Supervisory Committee or the shareholders decide to convene a general meeting on their own, they must notify the Board in writing.</u></b></p> <p><b><u>If shareholders convene a general meeting on their own, the percentage of shares held by the convening shareholders shall not be less than 10% before the announcement of the resolution of the general meeting.</u></b></p> <p><b><u>The Board and the secretary to the Board will cooperate in respect of the general meetings convened by the Supervisory Committee or the shareholders on their own; the Board will provide the register of shareholders as at the record date; and the expenses necessary for the meeting will be borne by the Company.</u></b></p>
<p>Article 65</p> <p>When the Company convenes a general meeting, the Board, the Supervisory Committee and the shareholders who, individually or jointly, hold more than 3% of the total number of shares of the Company with voting rights, shall have the right to submit new proposals in writing to the Company. Proposals which are within the scope of powers and responsibilities of the general meeting shall be included in the agenda of the meeting by the Company.</p>	<p>Article <b><u>6560</u></b></p> <p>When the Company convenes a general meeting, the Board, the Supervisory Committee and the shareholders who, individually or jointly, hold more than <del>3%</del><b><u>1%</u></b> of the total number of shares of the Company with voting rights, shall have the right to submit new proposals in writing to the Company. Proposals which are within the scope of powers and responsibilities of the general meeting shall be included in the agenda of the meeting by the Company.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>The shareholders who, individually or jointly, hold more than 3% of the total number of shares of the Company with voting rights, may propose ad hoc proposals and submit in writing to the convener 10 days prior to the date of general meeting. The convener shall issue a supplemental notice of general meeting within two days upon receipt of the proposals to announce the details of the ad hoc proposals.</p> <p>Notwithstanding of the aforesaid, shareholders who hold minority interests as required under Article 61(3) of the Articles of Association may add proposal(s) into the agenda of such extraordinary general meeting so requested and convened.</p> <p>In addition to the provisions of the preceding paragraph, after the notice of general meeting has been issued, the convener shall not alter the proposals or additional proposals specified in the notice of general meeting.</p> <p>Proposals which are not specified in the notice of general meeting or do not comply with the requirements of the Articles of Association shall not be voted and adopted by resolution in the general meeting.</p>	<p>The shareholders who, individually or jointly, hold more than <del>3%</del><u>1%</u> of the total number of shares of the Company with voting rights, may propose ad hoc proposals and submit in writing to the convener 10 days prior to the date of general meeting. The convener shall issue a supplemental notice of general meeting within two days upon receipt of the proposals to announce the details of the ad hoc proposals, <b><u>unless the ad hoc proposals are in violation of laws, administrative regulations or the provisions of the Articles of Association, or do not fall within the scope of authority of the general meeting.</u></b></p> <p><del>Notwithstanding of the aforesaid, shareholders who hold minority interests as required under Article 61(3) of the Articles of Association may add proposal(s) into the agenda of such extraordinary general meeting so requested and convened.</del></p> <p>In addition to the provisions of the preceding paragraph, after the notice of general meeting has been issued, the convener shall not alter the proposals or additional proposals specified in the notice of general meeting.</p> <p>Proposals which are not specified in the notice of general meeting or do not comply with the requirements of the Articles of Association shall not be voted and adopted by resolution in the general meeting.</p>
<p>Article 66</p> <p>Matters which are not specified in a notice of meeting shall not be decided in an extraordinary general meeting.</p>	<p>This article has been deleted</p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 68</p> <p>The notice of general meeting shall satisfy the following requirements:</p> <p>.....</p> <p>(7) A prominent explanation that a shareholder who is entitled to attend and vote at the general meeting may appoint one or more proxies to attend and vote at the meeting on his behalf and it is not necessary for such proxies to be shareholders;</p> <p>(8) It specifies the delivery time and place of the form of proxy for voting at the meeting;</p> <p>(9) It specifies the record date for shareholders who are entitled to attend the meeting;</p> <p>(10) It contains the name and contact methods of the contact person for meeting affairs.</p>	<p>Article <del>68</del><u>62</u></p> <p>The notice of general meeting shall satisfy the following requirements:</p> <p>.....</p> <p>(7) A prominent explanation that <b><u>all shareholders are entitled to attend the general meeting</u></b>, a shareholder who is entitled to attend and vote at the general meeting may appoint one or more proxies <b><u>in writing</u></b> to attend and vote at the meeting on his behalf and it is not necessary for such proxies to be shareholders;</p> <p>(8) It specifies the delivery time and place of the form of proxy for voting at the meeting;</p> <p>(9) It specifies the record date for shareholders who are entitled to attend the meeting;</p> <p>(10) It contains the name and contact methods of the contact person for meeting affairs;</p> <p><b><u>(11) Voting times and voting procedures by internet or other means.</u></b></p>

Original Article	Amended Article
Addition	<p data-bbox="810 263 932 293"><u>Article 63</u></p> <p data-bbox="810 338 1390 555"><u>If the general meeting intends to discuss matters relating to the election of directors and supervisors, the notice of the general meeting will fully disclose the details of the candidates for directors and supervisors, including at least the following:</u></p> <ol style="list-style-type: none"> <li data-bbox="810 602 1390 708">(1) <u>Personal information such as educational background, work experience and concurrent positions;</u></li> <li data-bbox="810 753 1390 895">(2) <u>Whether there is any connected relationship with the Company or its controlling shareholders and de facto controllers;</u></li> <li data-bbox="810 940 1390 1006">(3) <u>Disclosure of the number of shares held in the Company;</u></li> <li data-bbox="810 1051 1390 1232">(4) <u>Whether or not he/she has been subject to any penalties imposed by securities regulatory authorities and other relevant authorities and disciplinary actions by the stock exchange;</u></li> <li data-bbox="810 1276 1390 1419">(5) <u>Information required to be disclosed under the Hong Kong Listing Rules in relation to newly appointed, re-elected or re-designated directors or supervisors.</u></li> </ol> <p data-bbox="810 1464 1390 1606"><u>Each candidate for director or supervisor shall be proposed in a separate proposal, except for the election of directors and supervisors under the cumulative voting system.</u></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 65</u></b></p> <p><b><u>After giving notice of a general meeting, the general meeting shall not be adjourned or cancelled without a valid reason, and the proposals set out in the notice of the general meeting shall not be cancelled. In the event of an adjournment or cancellation, the convenor shall make an announcement at least two working days prior to the original date of the meeting and provide explanation.</u></b></p>
Addition	<p><b><u>Article 66</u></b></p> <p><b><u>All shareholders or their proxies registered on the record date are entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws and regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the Articles of Association.</u></b></p> <p><b><u>Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p data-bbox="204 263 320 289">Article 70</p> <p data-bbox="204 338 783 555">Any shareholder who is entitled to attend the general meeting and has the right to vote may appoint one or more proxies (whether or not shareholders) to attend and vote on his behalf. Such proxies shall exercise the following rights in accordance with the authorization of shareholders:</p> <ol data-bbox="204 602 783 1117" style="list-style-type: none"> <li data-bbox="204 602 783 670">(1) The shareholder’s right to speak at the general meeting;</li> <li data-bbox="204 717 783 785">(2) The right to demand, by himself or jointly with others, voting by poll;</li> <li data-bbox="204 832 783 1117">(3) Unless otherwise provided in the listing rules of the stock exchange on which the shares of the Company are listed or in other laws and regulations, the right to vote may be exercised either by a show of hands or by poll, but when a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</li> </ol>	<p data-bbox="813 263 959 289">Article <del>70</del><u>67</u></p> <p data-bbox="813 338 1393 555">Any shareholder who is entitled to attend the general meeting and has the right to vote may appoint one or more proxies (whether or not shareholders) to attend and vote on his behalf. Such proxies shall exercise the following rights in accordance with the authorization of shareholders:</p> <ol data-bbox="813 602 1393 1117" style="list-style-type: none"> <li data-bbox="813 602 1393 670">(1) The shareholder’s right to speak at the general meeting;</li> <li data-bbox="813 717 1393 785">(2) The right to demand, by himself or jointly with others, voting by poll;</li> <li data-bbox="813 832 1393 1117">(3) Unless otherwise provided in the listing rules of the stock exchange on which the shares of the Company are listed or in other laws and regulations, the right to vote may be exercised <del>either by a show of hands or</del> by poll, but when a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</li> </ol>

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 68</u></b></p> <p><b><u>Individual shareholders attending the meeting in person shall present their own identity cards or other valid documents or certificates that can indicate their identity; if a proxy attends the meeting, he/she shall present his/her own valid identity card and the power of attorney of the shareholder.</u></b></p> <p><b><u>Corporate shareholders shall be represented at the meeting by a legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her qualification as a legal representative; if he/she appoints a proxy to attend the meeting, the proxy shall present his/her identity card and a written power of attorney issued by the legal representative of the corporate shareholder in accordance with the laws.</u></b></p>
<p>Article 71</p> <p>A shareholder shall appoint a proxy by an instrument in writing to be signed by the appointing shareholder or an agent authorized in writing. If the appointing shareholder is a corporate legal person, the seal of the corporate legal person should be affixed thereto or the instrument of proxy shall be signed by its director or a duly authorized agent. Such authorizing instrument of proxy shall specify the number of shares represented by the proxy; if more than one person are appointed as proxies, then the number of shares represented by each proxy shall be specified.</p>	<p>Article <del>71</del><b>69</b></p> <p>A shareholder shall appoint a proxy by an instrument in writing to be signed by the appointing shareholder or an agent authorized in writing. If the appointing shareholder is a corporate legal person, the seal of the corporate legal person should be affixed thereto or the instrument of proxy shall be signed by its director or a duly authorized agent. <del>Such authorizing instrument of proxy shall specify the number of shares represented by the proxy; if more than one person are appointed as proxies, then the number of shares represented by each proxy shall be specified.</del></p>

Original Article	Amended Article
Addition	<p data-bbox="810 266 932 293"><u>Article 70</u></p> <p data-bbox="810 342 1394 480"><u>The instrument of proxy issued by a shareholder to appoint another person to attend a general meeting shall contain the following information:</u></p> <ol data-bbox="810 529 1394 1302" style="list-style-type: none"> <li data-bbox="810 529 1171 557">(1) <u>The name of the proxy;</u></li> <li data-bbox="810 606 1394 783">(2) <u>The number of shares of the principal represented by the proxy, or if several persons are appointed as proxies, the number of shares represented by each proxy;</u></li> <li data-bbox="810 832 1337 859">(3) <u>Whether the proxy has voting rights;</u></li> <li data-bbox="810 908 1394 1046">(4) <u>Instructions to vote separately in favour of, against or abstain from voting on each of the matters included in the agenda of the general meeting for consideration;</u></li> <li data-bbox="810 1095 1394 1157">(5) <u>The date of issuance and validity period of the instrument of proxy;</u></li> <li data-bbox="810 1206 1394 1302">(6) <u>The signature (or seal) of the principal. If the proxy is a corporate shareholder, the seal of the legal entity shall be affixed.</u></li> </ol>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 72</p> <p>.....</p> <p>If the appointer is a corporate legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall attend the general meeting on its behalf.</p> <p>If the shareholder is a recognized clearing house (or its proxy) as defined in the relevant ordinance enacted from time to time in Hong Kong, such shareholder may authorize one or more persons who are considered to be suitable to attend any general meeting or any class meeting on its behalf, however if more than one person are authorized, the instrument of proxy shall specify the class and number of shares authorized in respect of each proxy. The authorized person may exercise the right on behalf of the recognized clearing house (or its proxy) (without presentation of evidence of their shareholding, notarized authorization and/ or further proof demonstrating the duly granting of the same), as if he is an individual shareholder of the Company.</p>	<p>Article <del>72</del><b>71</b></p> <p>.....</p> <p>If the appointer is a corporate legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall attend the general meeting on its behalf. <b><u>If the appointer is an unincorporated organization, the person in charge of the organization or the person authorized by the resolution of the decision-making body shall attend the general meeting of the Company as the representative.</u></b></p> <p>If the shareholder is a recognized clearing house (or its proxy) as defined in the relevant ordinance enacted from time to time in Hong Kong, such shareholder may authorize one or more persons who are considered to be suitable to attend any general meeting or <del>any class</del> <b><u>creditors’ meeting and exercise the right to speak and vote</u></b> on its behalf, however if more than one person are authorized, the instrument of proxy shall specify the class and number of shares authorized in respect of each proxy. The authorized person may exercise the right on behalf of the recognized clearing house (or its proxy) (without presentation of evidence of their shareholding, notarized authorization and/ or further proof demonstrating the duly granting of the same), as if he is an individual shareholder of the Company.</p>
<p>Addition</p>	<p><b><u>Article 74</u></b></p> <p><b><u>The Company shall be responsible for the preparation of the register of attendees of the meeting. The register of the meeting shall contain the name (or the name of the organization), identity card number, residential address, the number of voting shares held or represented, and the name (or the name of the organization) of the appointer of proxy, etc.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 75</u></b></p> <p><b><u>The convenor will verify the legitimacy of the shareholders’ qualifications on the basis of the valid register of shareholders and register the names of the shareholders and the number of voting shares held by them. The registration of the meeting shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held.</u></b></p>
Addition	<p><b><u>Article 76</u></b></p> <p><b><u>When the general meeting is convened, all directors, supervisors and secretary to the Board of the Company shall attend the meeting, and the general manager and other senior management shall be present at the meeting.</u></b></p>
Addition	<p><b><u>Article 77</u></b></p> <p><b><u>At the annual general meeting, the Board and the Supervisory Committee shall make a report to the general meeting on their work in the past year. Each independent non-executive director shall also make a report on his/her duties.</u></b></p>
Addition	<p><b><u>Article 78</u></b></p> <p><b><u>Directors, supervisors and senior management shall provide explanations and clarifications in response to shareholders’ inquiries and suggestions at the general meeting.</u></b></p>
Addition	<p><b><u>Article 79</u></b></p> <p><b><u>The chairman of the meeting shall announce the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held before voting, and the number of shareholders and proxies attending the meeting on-site and the total number of voting shares held shall be based on the registration of the meeting.</u></b></p>



Original Article	Amended Article
Addition	<p><b><u>Article 80</u></b></p> <p><b><u>The general meeting shall have minutes, which shall be taken by the secretary to the Board.</u></b></p> <p><b><u>The minutes shall contain the following information:</u></b></p> <p><b><u>(1) The time, venue, agenda and name of the convenor of the meeting;</u></b></p> <p><b><u>(2) The names of the chairman of the meeting and the directors, supervisors, managers and other senior management attending or present at the meeting;</u></b></p> <p><b><u>(3) The number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentage of the total number of shares of the Company;</u></b></p> <p><b><u>(4) The deliberation of each proposal, the main points of the speeches made and the voting results;</u></b></p> <p><b><u>(5) Shareholders' inquiries or suggestions and the corresponding replies or explanations;</u></b></p> <p><b><u>(6) The names of the vote counters and scrutineers;</u></b></p> <p><b><u>(7) Other contents that are required to be included in the minutes of the meeting in accordance with the relevant regulations.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 81</u></b></p> <p><b><u>The convenor shall ensure that the contents of the minutes are true, accurate and complete. The directors, supervisors, secretary to the Board of Directors, the convenor or his/her representative and the chairman of the meeting attending the meeting shall sign on the minutes of the meeting. The minutes shall be kept together with the signature book of the shareholders attending the meeting on-site and the proxy forms, as well as the valid information on voting by internet and other means, for a period of at least ten years.</u></b></p>
<p>Addition</p>	<p><b><u>Article 82</u></b></p> <p><b><u>The convenor shall ensure that the general meeting is held continuously until a final resolution is formed. If a general meeting is suspended or a resolution cannot be reached due to force majeure or other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or to terminate the general meeting directly, and a timely announcement shall be made.</u></b></p>
<p>Article 75</p> <p>Resolutions of general meeting include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution approved by a general meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) attending the general meeting.</p> <p>A special resolution approved by a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting.</p>	<p>Article <del>75</del><b>83</b></p> <p>Resolutions of general meeting include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution approved by a general meeting shall be passed by more than one-half of the voting rights held by the shareholders (including proxies) attending the general meeting.</p> <p>A special resolution approved by a general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting.</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 76</p> <p>A shareholder (including a proxy) who votes at the general meeting shall exercise the voting rights conferred by the number of shares with voting rights represented by him, and each share carries one vote.</p> <p>The shares of the Company held by the Company itself do not carry voting rights, and such portion of shares will not be counted in the total number of shares with voting rights.</p> <p>If it is provided in the Hong Kong Listing Rules that any shareholder is required to abstain from voting on certain resolution, or any shareholder is restricted to only vote for (or against) a certain resolution, in case of any violation of the relevant provision or restriction, the vote cast by the shareholder or his proxies shall not be counted.</p>	<p>Article <del>76</del><b>84</b></p> <p>A shareholder (including a proxy) who votes at the general meeting shall exercise the voting rights conferred by the number of shares with voting rights represented by him, and each share carries one vote.</p> <p>The shares of the Company held by the Company itself do not carry voting rights, and such portion of shares will not be counted in the total number of shares with voting rights.</p> <p><b><u>When matters relating to connected transactions are considered at a general meeting, connected shareholders shall not participate in the voting and the number of voting shares represented by them shall not be counted towards the total number of valid votes.</u></b></p> <p>If it is provided in the Hong Kong Listing Rules that any shareholder is required to abstain from voting on certain resolution, or any shareholder is restricted to only vote for (or against) a certain resolution, in case of any violation of the relevant provision or restriction, the vote cast by the shareholder or his proxies shall not be counted.</p> <p><b><u>Resolutions covered under Rules 2.2 and 2.10 of the Code on Takeovers and Mergers and Rule 3.3 of the Code on Share Buy-backs of the Hong Kong Securities and Futures Commission, and other resolutions that should only be passed by the H shareholders in accordance with the relevant provisions of the Hong Kong Listing Rules, the Code on Takeovers and Mergers and the Code on Share Buy-backs as amended from time to time, should be passed by, and only by the H shareholders at the general meeting.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 77</p> <p>Resolutions submitted for voting at the general meeting of the Company are required to be voted by way of poll, except where in compliance with the Hong Kong Listing Rules, the chairman of the meeting may truthfully allow resolutions that are purely procedural or administrative to be voted by a show of hands.</p>	<p>Article <del>77</del><b>85</b></p> <p>Resolutions submitted for voting at the general meeting of the Company are required to be voted by way of <b>registered</b> poll, <del>except where in compliance with the Hong Kong Listing Rules; the chairman of the meeting may truthfully allow resolutions that are purely procedural or administrative to be voted by a show of hands</del> <b><u>unless otherwise provided by the listing rules of the stock exchange or other laws and regulations of the place where the Company's shares are listed.</u></b></p>
<p>Article 78</p> <p>If the resolution demanded to be voted by poll is on the election of chairman for the meeting or adjournment of meeting, voting by poll shall be conducted immediately; in relation to the other resolutions which are demanded to be voted by poll, the chairman of the meeting shall decide when to conduct the voting. The meeting may proceed to discuss other matters, and the voting result shall remain to be deemed as a resolution passed at the meeting.</p>	<p>This article has been deleted</p>
<p>Article 80</p> <p>When there are equal number of votes for and against a resolution, whether by a show of hands or by poll, the chairman of the meeting is entitled to cast one additional vote.</p>	<p>This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 81</p> <p>The following matters shall be approved by ordinary resolutions in a general meeting:</p> <p>(1) decision on the operating direction and investment plans of the Company;</p> <p>.....</p> <p>(5) approval of the proposal of the Company of the annual financial budget and final accounts;</p> <p>.....</p>	<p>Article <del>81</del><u>87</u></p> <p>The following matters shall be approved by ordinary resolutions in a general meeting:</p> <p><del>(1) decision on the operating direction and investment plans of the Company;</del></p> <p>.....</p> <p><del>(5) approval of the proposal of the Company of the annual financial budget and final accounts;</del></p> <p>.....</p>
<p>Addition</p>	<p><b><u>Article 89</u></b></p> <p><b><u>The list of candidates for directors and supervisors shall be submitted to the general meeting for voting by way of proposal.</u></b></p>
<p>Addition</p>	<p><b><u>Article 90</u></b></p> <p><b><u>Except for the cumulative voting system, the general meeting will vote on all proposals one by one, and if there are different proposals on the same matter, the proposals will be voted on in the order in which they were submitted. The general meeting will not set aside or withhold voting on the proposals, unless the general meeting is suspended or unable to reach a resolution due to special reasons such as force majeure.</u></b></p> <p><b><u>When a proposal is considered at a general meeting of shareholders, no changes shall be made to the proposal; otherwise, the relevant changes shall be deemed to be a new proposal and cannot be voted on at the current general meeting.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 91</u></b></p> <p><b><u>Before a proposal is voted on at a general meeting, two representatives of shareholders shall be elected to participate in vote counting and scrutinizing. Where the matter under consideration is related to shareholders, the relevant shareholders and their proxies shall not participate in vote counting and scrutinizing.</u></b></p> <p><b><u>When a proposal is voted on at a general meeting, the representatives of shareholders and supervisors shall be jointly responsible for vote counting and scrutinizing, and the voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.</u></b></p> <p><b><u>Shareholders of the Company or their proxies who vote through the internet or by other means are entitled to check their votes through the relevant voting system.</u></b></p>
<p>Addition</p>	<p><b><u>Article 92</u></b></p> <p><b><u>The general meeting shall end on-site no earlier than online or otherwise, and the chairman of the meeting shall announce the vote on each proposal and the result thereof, and whether or not the proposal has been approved based on the voting result.</u></b></p> <p><b><u>Before the official announcement of the voting results, the Company, vote counters, scrutineers, substantial shareholders, network service providers and other relevant parties involved in the on-site, internet and other voting methods of the general meeting shall be obliged to maintain confidentiality with respect to the voting situation.</u></b></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 93</u></b></p> <p><b><u>Shareholders attending the general meeting shall express one of the following opinions on the proposals submitted for voting: approval, objection or abstention, unless the securities depository and clearing agency, as the nominal holder of the shares under the Mainland-Hong Kong Stock Connect, makes a declaration based on the intention of the actual holder.</u></b></p> <p><b><u>Votes that are not filled in, incorrectly filled in, illegible, or not cast shall be deemed to be a waiver of the voter’s right to vote, and the voting result for the number of shares held by the voter shall be counted as an “abstention”.</u></b></p>
<p>Article 83</p> <p>When shareholders request to convene an extraordinary general meeting or class meeting of shareholders, the following procedures shall be followed:</p> <p>(1) Shareholders who, individually or jointly, hold more than 10% of the shares with voting rights at the intended meeting to be held, may sign one or more copies of the written request with the same format and contents for submission to the Board to convene an extraordinary general meeting or class meeting of shareholders, and explain the topics for consideration at the meeting. The Board should provide a written reply on whether consent is granted or not to convene an extraordinary general meeting or class meeting of shareholders within 10 days after it has received the aforesaid written request. The aforesaid number of shares held shall be calculated on the date when the shareholders submit the written request.</p>	<p>This article has been deleted</p>

Original Article	Amended Article
<p>(2) If the Board consents to convene an extraordinary general meeting or class meeting of shareholders, a notice of meeting shall be issued within 5 days after the Board resolution is passed. If the original request is altered in the notice, consent from the relevant shareholders should be obtained.</p> <p>(3) If the Board objects to convening an extraordinary general meeting or class meeting of shareholders, or fails to give a reply within 10 days after receipt of the request, the shareholders who, individually or jointly, hold more than 10% of the shares of the Company are entitled to make a proposal in writing to the Supervisory Committee for convening a meeting.</p> <p>(4) If the Supervisory Committee has agreed to convene an extraordinary general meeting or a class meeting of shareholders, it should issue a notice of meeting within 5 days after receipt of the request. Any alteration to the original proposal in the notice shall obtain consent from the relevant shareholders. If the Supervisory Committee fails to issue a notice to convene a meeting within 30 days after receipt of the aforesaid written request, the Supervisory Committee is deemed not to convene and preside over the general meeting, the shareholders who, individually or jointly, hold more than 10% of the shares of the Company for more than 90 consecutive days, may convene a meeting by themselves within 4 months after the Board has received the request, and the procedures for convening the meeting shall follow the same procedures as convening a general meeting by the Board as far as possible.</p>	



**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>When shareholders convene a meeting by themselves due to the failure of the Board to convene a meeting, all reasonable expenses incurred shall be borne by the Company and shall be deducted from the amount payable by the Company to the defaulting directors.</p>	
<p>Article 84</p> <p>The chairman of the meeting is responsible to decide whether the resolution has been passed by the general meeting. Its decision is final and conclusive, and should be announced at the meeting and included in the minutes of meeting.</p>	<p>This article has been deleted</p>
<p>Article 86</p> <p>If the general meeting conducts a re-counting, the result of re-counting should be recorded in the minutes of meeting.</p> <p>The minutes of meeting, together with the signature book of attending shareholders, instruments of proxies authorizing proxies to attend the meeting and valid information on voting online or by other means, should be kept at the Company's domicile address.</p>	<p>Article <del>86</del><b>95</b></p> <p>If the general meeting conducts a re-counting, the result of re-counting should be recorded in the minutes of meeting.</p> <p><del>The minutes of meeting, together with the signature book of attending shareholders, instruments of proxies authorizing proxies to attend the meeting and valid information on voting online or by other means, should be kept at the Company's domicile address.</del></p>
<p>Addition</p>	<p><b><u>Article 96</u></b></p> <p><b><u>Resolutions of general meetings shall be announced in a timely manner in accordance with relevant laws and regulations and the relevant provisions of the Hong Kong Listing Rules, and the announcements shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held and their percentage in the total number of voting shares of the Company, the voting method, the voting results of each proposal and the details of each resolution passed, and other contents required to be announced under the Hong Kong Listing Rules.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 97</u></b></p> <p><b><u>If the proposal is not passed, or if the current general meeting changes the resolution of the previous general meeting, a special notice shall be made in the announcement of the resolution of the general meeting.</u></b></p>
Addition	<p><b><u>Article 98</u></b></p> <p><b><u>If the general meeting approves the proposals for the election of directors and supervisors, the new directors and supervisors shall assume office at the time specified in the resolutions of the general meeting; if the resolutions of the general meeting do not specify the time of assumption of office, the new directors and supervisors shall assume office after the resolutions of the general meeting are made.</u></b></p>
Addition	<p><b><u>Article 99</u></b></p> <p><b><u>If the general meeting approves a proposal for cash distribution, stock dividends or conversion of capital reserves to share capital, the Company will implement the specific plan within two months after conclusion of the general meeting.</u></b></p>
<p>Article 87</p> <p>Shareholders may inspect photocopies of the minutes of meetings during office hours of the Company free of charge. Any shareholder who requests for a copy of the relevant minutes of meeting, the Company shall send out the copy within 7 days upon receipt of a reasonable fee.</p>	<p>This article has been deleted</p>
<p>Chapter 10 Special Procedures for Voting by Class Shareholders</p>	<p>This chapter has been deleted</p>

Original Article	Amended Article
<p>Article 97</p> <p>Directors are elected by the general meeting with a term of office of three years, and are eligible for consecutive appointment if re-elected.</p> <p>.....</p> <p>Provided no other requirements in the relevant laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed, and subject to compliance with the relevant laws and regulations by the general meeting, a director before expiration of his term of office may be removed by way of an ordinary resolution (but the claims for compensation pursuant to any contract will not be affected).</p> <p>The written notices regarding the intention to nominate a candidate for director and the acceptance of nomination by such candidate shall be given to the Company no less than 7 days prior to the date of convening the shareholders’ general meeting and such notice period shall not be less than 7 provided that such notices shall not be given before the shareholders’ general meeting notice.</p> <p>Any person appointed by the Board to fill any temporary vacancy of the Board or as an additional member of the Board, his term of office shall terminate by the time when the next annual general meeting is held by the Company, and such person shall be eligible to be re-elected for consecutive appointment.</p>	<p>Article <del>97</del><b>101</b></p> <p>Directors are elected by the general meeting with a term of office of three years, and are eligible for consecutive appointment if re-elected, <b><u>unless otherwise provided by the laws and regulations, the Hong Kong Listing Rules and the Articles of Association.</u></b></p> <p>.....</p> <p>Provided no other requirements in the relevant laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed, and subject to compliance with the relevant laws and regulations by the general meeting, a director before expiration of his term of office may be removed by way of an ordinary resolution (but the claims for compensation pursuant to any contract will not be affected).</p> <p>The written notices regarding the intention to nominate a candidate for director and the acceptance of nomination by such candidate shall be given to the Company no less than 7 days prior to the date of convening the shareholders’ general meeting and such notice period shall not be less than 7 provided that such notices shall not be given before the shareholders’ general meeting notice.</p> <p><del>Any person appointed by the Board to fill any temporary vacancy of the Board or as an additional member of the Board, his term of office shall terminate by the time when the next annual general meeting is held by the Company, and such person shall be eligible to be re-elected for consecutive appointment.</del></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Directors are not required to be holders of shares of the Company.</p>	<p>Directors are not required to be holders of shares of the Company.</p> <p><b><u>A director may be concurrently served by general manager or other senior management personnel, but the total number of directors concurrently serving as general managers or other senior management shall not exceed one-half of the total number of directors of the Company.</u></b></p>
<p>Article 99</p> <p>The Board is accountable to the general meeting and exercises the following functions and powers:</p> <p>(1) responsible for convening general meetings and report its work to the general meeting;</p> <p>(2) implementing resolutions of the general meeting;</p> <p>(3) making decisions on the operation plans and investment plans of the Company;</p> <p>(4) formulating annual financial budget and final accounts of the Company;</p> <p>(5) formulating profit distribution plans and loss compensation plans of the Company;</p> <p>(6) formulating plans to increase or reduce registered capital of the Company and the plans to issue corporate bonds and other securities;</p>	<p>Article <del>99</del><b>103</b></p> <p>The Board is <del>accountable to the general meeting</del> and exercises the following functions and powers:</p> <p>(1) responsible for convening general meetings and report its work to the general meeting;</p> <p>(2) implementing resolutions of the general meeting;</p> <p>(3) making decisions on the operation plans and investment plans of the Company;</p> <p><del>(4) formulating annual financial budget and final accounts of the Company;</del></p> <p><del>(5)</del> formulating profit distribution plans and loss compensation plans of the Company;</p> <p><del>(6)</del> formulating plans to increase or reduce registered capital of the Company and the plans to issue corporate bonds and other securities;</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
(7) formulating proposals for the merger, division, dissolution, liquidation or change of corporate forms of the Company;	<del>(76)</del> formulating proposals for the merger, division, dissolution, liquidation or change of corporate forms of the Company;
(8) making decision on the internal management structure and mechanisms of the Company;	<del>(87)</del> making decision on the internal management structure and mechanisms of the Company;
(9) appointment or dismissal of the general manager of the Company, and the appointment or dismissal of the deputy general manager, secretary to the Board, chief financial officer and other personnel who should be appointed or dismissed by the Board according to the nominations made by the general manager, and making decisions on their remuneration matters;	<del>(98)</del> appointment or dismissal of the general manager of the Company, and the appointment or dismissal of the deputy general manager, secretary to the Board, chief financial officer and other personnel who should be appointed or dismissed by the Board according to the nominations made by the general manager, and making decisions on their remuneration matters;
(10) formulating the basic management system of the Company;	<del>(+09)</del> formulating the basic management system of the Company;
(11) formulating the proposal of amendments to the Articles of Association;	<del>(+10)</del> formulating the proposal of amendments to the Articles of Association;
(12) formulating the share repurchase plan of the Company;	<del>(+211)</del> formulating the share repurchase plan of the Company;
(13) other powers conferred by laws and regulations, the listing rules of the stock exchange of the place where the shares of the Company are listed, the Articles of Association or the general meeting.	<del>(12)</del> <b><u>managing the information disclosure matters of the Company;</u></b>
	<del>(13)</del> <b><u>proposing to the general meeting for appointment or change of the accounting firm responsible for the Company's audit;</u></b>
	<del>(14)</del> <b><u>receiving reports on the work of the general manager of the Company and supervising the work of the general manager;</u></b>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>When the Board makes decisions on matters as mentioned in the preceding paragraph, except for items (6), (7), (11) and (12) which are required to be approved by the votes of more than two-thirds of all directors, the other items may be approved by the votes of more than one-half of all directors.</p>	<p><del>(13)</del><b>15</b> other powers conferred by laws and regulations, the listing rules of the stock exchange of the place where the shares of the Company are listed, the Articles of Association or the general meeting.</p> <p>When the Board makes decisions on matters as mentioned in the preceding paragraph, except for items <del>(6), (7), (11) and (12)</del> <b>(5), (6), (10) and (11)</b> which are required to be approved by the votes of more than two-thirds of all directors, the other items may be approved by the votes of more than one-half of all directors.</p>
<p>Addition</p>	<p><b><u>Article 104</u></b></p> <p><b><u>The Board of the Company shall establish an audit committee, a nomination committee and a remuneration and assessment committee. The special committees are accountable to the Board and shall perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and decision. All members of the special committees shall be directors, and independent non-executive directors shall account for a majority of the members of the special committees. The Board is responsible for formulating the terms of reference of the special committees to regulate the operation of the special committees.</u></b></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 100</p> <p>When the Board disposes any fixed asset, if the sum of the expected value of the proposed fixed asset for disposal and the value of proceeds from the fixed assets disposed within 4 months prior to the current disposal proposal, exceeds 33% of the value of fixed assets as shown in the latest balance sheet considered by the general meeting, the Board shall not dispose of or agree to dispose of such fixed asset prior to approval of the general meeting.</p> <p>The disposal of fixed assets mentioned in this Article includes certain activities of interests in assets, but excluding the provision of guarantee with fixed assets as security.</p> <p>The validity of the disposal transactions of fixed assets by the Company will not be affected by the breach of the first paragraph of this Article.</p>	<p>This article has been deleted</p>
<p>Article 101</p> <p>The chairman of the Board exercises the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) preside over general meetings, convene and preside over Board meetings;</li> <li>(2) examine the implementation of Board resolutions;</li> <li>(3) sign securities issued by the Company;</li> <li>(4) other functions and powers conferred by the Board.</li> </ol> <p>When the chairman is unable to perform his duties, a director elected by more than one-half of all directors may act on his behalf.</p>	<p>Article <del>101</del><b>105</b></p> <p>The chairman of the Board exercises the following functions and powers:</p> <ol style="list-style-type: none"> <li>(1) preside over general meetings, convene and preside over Board meetings;</li> <li>(2) <b>supervise and</b> examine the implementation of Board resolutions;</li> <li><del>(3) sign securities issued by the Company;</del></li> <li><del>(4)</del> other functions and powers conferred by the Board.</li> </ol> <p>When the chairman is unable to perform his duties, a director elected by more than one-half of all directors may act on his behalf.</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 102</p> <p>Meetings of the Board shall be convened at least four times per year and shall be presided by the chairman of the Board. When the chairman is unable or fails to perform his duties, Board meetings shall be convened and presided over by a director elected by more than one-half of all directors to convene and preside over the meeting.</p> <p>When a proposal is made by shareholders with more than one-tenth of voting rights, or more than one– third of all directors, or the Supervisory Committee, or more than one-half of independent non-executive directors, or when the chairman of the Board considers it as necessary, the chairman of the Board shall convene an extraordinary Board meeting within 10 days upon receipt of the proposal.</p> <p>The general manager and the supervisors may attend the Board meetings.</p>	<p>Article <del>102</del><b>106</b></p> <p>Meetings of the Board shall be convened at least four times per year and shall be presided by the chairman of the Board. When the chairman is unable or fails to perform his duties, Board meetings shall be convened and presided over by a director elected by more than one-half of all directors to convene and preside over the meeting.</p> <p>When a proposal is made by shareholders with more than one-tenth of voting rights, or more than one– third of all directors, or the Supervisory Committee, or more than one-half of independent non-executive directors, or when the chairman of the Board considers it as necessary, <b><u>an extraordinary Board meeting may be convened.</u></b> <del>the <b>The</b></del> chairman of the Board shall convene <b><u>and preside over</u></b> an extraordinary Board meeting within 10 days upon receipt of the proposal.</p> <p>The general manager and the supervisors may attend the Board meetings.</p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 104</p> <p>Unless otherwise provided in the Articles of Association, a Board meeting may be convened only when more than one-half of the directors are present.</p> <p>.....</p> <p>When the number of votes for and against are equal, the chairman of the Board is entitled to cast one more vote.</p> <p>.....</p>	<p>Article <del>104</del><b>108</b></p> <p>Unless otherwise provided in the Articles of Association, a Board meeting may be convened only when more than one-half of the directors are present.</p> <p>.....</p> <p><del>When the number of votes for and against are equal, the chairman of the Board is entitled to cast one more vote.</del> <b><u>A director who is related to an enterprise involved in a matter resolved at a Board meeting may not exercise his/her voting rights on the resolution, nor may he/she exercise his/her voting rights on behalf of other directors. The Board meeting can be held with the attendance of more than half of the unrelated directors, and the resolution made at the Board meeting shall be passed by more than half of the unrelated directors. If the number of unrelated directors attending the board meeting is less than three, the matter shall be submitted to the general meeting for consideration.</u></b></p> <p>.....</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 111</u></b></p> <p><b><u>The minutes of the Board meeting shall include the following:</u></b></p> <p>(1) <b><u>The date and venue of the meeting and the name of the convenor;</u></b></p> <p>(2) <b><u>The names of the directors attending the meeting and the names of the directors (proxies) appointed by others to attend the Board meeting;</u></b></p> <p>(3) <b><u>Agenda of the meeting;</u></b></p> <p>(4) <b><u>The main points of the directors’ speeches;</u></b></p> <p>(5) <b><u>The voting method and result of each resolution (the voting result shall contain the number of votes in favour of, against or abstaining from voting).</u></b></p>
<p>Article 111</p> <p>When a director is also a secretary to the Board concurrently, if an action should be performed by a director and the secretary to the Board separately, such person acting concurrently as director and secretary to the Board shall not perform such action in dual capacity.</p>	<p>This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 112</p> <p>The Company has one general manager, who will be appointed or dismissed by the Board.</p> <p>The Company has several deputy general managers and one chief financial officer, who will be nominated by the general manager and appointed, or dismissed, by the Board.</p> <p>The general manager and other senior management shall have a term of three years per session, and may be eligible for consecutive appointment upon renewal.</p>	<p>Article <del>112</del><b><u>116</u></b></p> <p>The Company has one general manager, who will be appointed or dismissed by the Board.</p> <p>The Company has <del>several deputy general managers and</del> one chief financial officer, who will be nominated by the general manager and appointed, or dismissed, by the Board.</p> <p>The general manager and other senior management shall have a term of three years per session, and may be eligible for consecutive appointment upon renewal.</p>
<p>Article 114</p> <p>When the general manager exercises his functions and duties, he should perform the obligations of integrity and diligence in accordance with the requirements of laws, regulations and Articles of Association.</p>	<p>Article <del>114</del><b><u>118</u></b></p> <p>When the general manager exercises his functions and duties, he should perform the obligations of <del>integrity</del> <b><u>fiduciary</u></b> and diligence in accordance with the requirements of laws, regulations and Articles of Association.</p>
<p>Addition</p>	<p><b><u>Article 120</u></b></p> <p><b><u>A general manager may resign before the expiration of his or her term of office. The specific procedures and methods regarding the resignation of the general manager shall be agreed upon in the relevant contract between the general manager and the Company.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 117</p> <p>The members of the supervisory committee comprise two non-employee representative supervisors and one employee representative supervisor. The non-employee representative supervisors are elected and dismissed by the general meeting, the employee representative supervisor is elected and removed democratically by employees of the Company.</p> <p>The appointment or dismissal of the chairman of the supervisory committee shall be approved by the votes of more than two-thirds of the members of the supervisory committee.</p>	<p>Article <del>117</del><u>122</u></p> <p>The members of the supervisory committee comprise two non-employee representative supervisors and one employee representative supervisor. The non-employee representative supervisors are elected and dismissed by the general meeting, the employee representative supervisor is elected and removed democratically by employees of the Company.</p> <p>The appointment or dismissal of the chairman of the supervisory committee shall be approved by the votes of more than <del>two-thirds of the</del> <b>half of all</b> members of the supervisory committee.</p>
<p>Article 119</p> <p>The supervisory committee convenes at least two meetings per year. The meetings will be convened by the chairman of the supervisory committee. Supervisors may also propose to convene an extraordinary meeting of the supervisory committee. When the chairman of the supervisory committee is unable or fails to perform his duties, a supervisor elected jointly by more than one-half of the supervisors may convene and preside over the meetings of the supervisory committee.</p>	<p>Article <del>119</del><u>124</u></p> <p>The supervisory committee convenes at least two meetings per year. The meetings will be convened by the chairman of the supervisory committee. Supervisors may also propose to convene an extraordinary meeting of the supervisory committee. When the chairman of the supervisory committee is unable or fails to perform his duties, a supervisor elected jointly by more than one-half of the supervisors may convene and preside over the meetings of the supervisory committee.</p>
<p>Article 121</p> <p>.....</p> <p>Supervisory committee meeting adopts voting by open ballot, each supervisor has one vote. When the supervisory committee approves a resolution, it must be passed by the votes of more than two- thirds of all members of the supervisory committee.</p>	<p>Article <del>121</del><u>126</u></p> <p>.....</p> <p>Supervisory committee meeting adopts voting by open ballot, each supervisor has one vote. When the supervisory committee approves a resolution, it must be passed by the votes of more than <del>two= thirds</del> <b>half</b> of all members of the supervisory committee.</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 122</p> <p>The supervisory committee is accountable to the general meeting and exercises the following functions and powers in accordance with the laws:</p> <p>(1) examine the financial affairs of the Company;</p> <p>(2) supervise the actions of directors, general manager and other senior management of the Company in breach of laws, regulations or the Articles of Association in the course of performing their duties;</p> <p>(3) when the acts of directors, general manager and other senior management are harmful to the interests of the Company, demand rectification from the aforesaid persons;</p> <p>(4) verify the financial information, such as financial report, operation report and profit distribution plan, proposed to be submitted to the general meeting by the Board, if any queries arise, a certified public accountant or practising auditor may be appointed in the name of the Company to conduct re-examination;</p>	<p>Article <del>122</del><u>127</u></p> <p>The supervisory committee is accountable to the general meeting and exercises the following functions and powers in accordance with the laws:</p> <p>(1) examine the financial affairs of the Company;</p> <p>(2) supervise the actions of directors, general manager and other senior management of the Company <del>in breach of laws, regulations or the Articles of Association</del> in the course of performing their duties <b><u>and propose the dismissal of directors and senior management who violate laws, administrative regulations, the Articles of Association or resolutions of the general meeting;</u></b></p> <p>(3) when the acts of directors, general manager and other senior management are harmful to the interests of the Company, demand rectification from the aforesaid persons;</p> <p>(4) verify the financial information, such as financial report, operation report and profit distribution plan, proposed to be submitted to the general meeting by the Board, if any queries arise, a certified public accountant or practising auditor may be appointed in the name of the Company to conduct re-examination;</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(5) propose the convening of an extraordinary general meeting;</p> <p>(6) represent the Company to take action or legal proceedings against the directors;</p> <p>(7) other functions and powers stipulated in laws, regulations and the Articles of Association.</p> <p>Supervisors shall attend Board meetings.</p>	<p>(5) propose the convening of an extraordinary general meeting <b><u>and convene and preside over a general meeting when the Board fails to fulfil its duty to convene and preside over a general meeting as stipulated in the Company Law and the Articles of Association;</u></b></p> <p><b><u>(6) submit proposals to the general meeting;</u></b></p> <p><del>(6)</del> represent the Company to take action or legal proceedings against the directors;</p> <p><b><u>(7) initiate litigation against directors and senior management in accordance with the provisions of the Company Law;</u></b></p> <p><del>(7)</del> other functions and powers stipulated in laws, regulations and the Articles of Association.</p> <p>Supervisors shall attend Board meetings.</p> <p><b><u>The Supervisory Committee may request the directors and senior management to submit reports on the performance of their duties. Directors and senior management shall truthfully provide the Supervisory Committee with relevant information and data and shall not impede the Supervisory Committee from exercising its powers.</u></b></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 127</p> <p>A person may not serve as a director, supervisor, general manager or other senior management under any of the following circumstances:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who has committed an offence of corruption, bribery, infringement of property, misappropriation of property or sabotaging the social economic order and has been punished because of committing such criminal offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed since the date of completion of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation because of mismanagement and who is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of such company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which had its business license revoked due to violation of the law and who is personally liable, where less than 3 years have elapsed since the date of the revocation of the business license;</p>	<p>Article <del>127</del><u>132</u></p> <p>A person may not serve as a director, supervisor, general manager or other senior management under any of the following circumstances:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who <del>has committed an offence of</del> <b><u>is involved in</u></b> corruption, bribery, infringement of property, misappropriation of property or sabotaging the <del>social economic order</del> <b><u>of socialist market economy</u></b> and has been punished because of <del>committing such criminal</del> <b><u>such</u></b> offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed since the date of completion of such punishment or deprivation, <b><u>and in case of a suspended sentence, less than two years have elapsed since the date of expiration of the probationary period;</u></b></p> <p>(3) A person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation <del>because of mismanagement</del> and who is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of such company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which had its business license revoked due to violation of the law and who is personally liable, where less than 3 years have elapsed since the date of the revocation of the business license <b><u>or being ordered for closure;</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
(5) A person who has a relatively large amount of debts due and outstanding;	(5) A person who has a relatively large amount of debts due and outstanding <b><u>and is listed as a judgment defaulter by the people’s court;</u></b>
(6) A person who is under investigation by the judicial authority for violation of criminal law and the case is not yet concluded;	<del>(6) A person who is under investigation by the judicial authority for violation of criminal law and the case is not yet concluded;</del>
(7) A person who is prohibited from acting as leader of an enterprise in accordance with laws and regulations;	<del>(7) A person who is prohibited from acting as leader of an enterprise in accordance with laws and regulations;</del>
(8) A person who is not a natural person;	(8) A person who is not a natural person;
(9) A person who is judged by the relevant competent authority to have violated the relevant provisions of securities regulations and involved in actions of deceits or dishonesty, where less than 5 years have elapsed since the date of the judgment;	<del>(9) A person who is judged by the relevant competent authority to have violated the relevant provisions of securities regulations and involved in actions of deceits or dishonesty, where less than 5 years have elapsed since the date of the judgment;</del>
(10) A person who is punished by the securities regulatory authority under the State Council and prohibited from entering the securities market, where the period of punishment has not yet expired;	<del>(10)</del> (6) A person who is punished by the securities regulatory authority under the State Council and prohibited from entering the securities market, where the period of punishment has not yet expired;
(11) Circumstances specified by laws and regulations, listing rules of stock exchange in the place where the shares of the Company are listed or requirements of relevant laws and regulations of the place where the shares of the Company are listed.  .....	<del>(11)</del> (7) Circumstances specified by laws and regulations, listing rules of stock exchange in the place where the shares of the Company are listed or requirements of relevant laws and regulations of the place where the shares of the Company are listed.  .....



**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 133</u></b></p> <p><b><u>Directors, supervisors and senior management of the Company shall abide by the laws, administrative regulations and the Articles of Association.</u></b></p>
Addition	<p><b><u>Article 134</u></b></p> <p><b><u>Directors, supervisors and senior management have a fiduciary duty to the Company and shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not utilize their positions to gain undue advantage.</u></b></p> <p><b><u>Directors, supervisors and senior management have a duty of diligence to the Company and shall exercise the reasonable care normally expected of a manager in performing their duties in the best interests of the Company.</u></b></p> <p><b><u>The provisions of the preceding two paragraphs shall apply if the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but actually manage the affairs of the Company.</u></b></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
Addition	<p data-bbox="810 263 948 293"><b><u>Article 135</u></b></p> <p data-bbox="810 338 1390 406"><b><u>Directors, supervisors and senior management shall not engage in the following acts:</u></b></p> <p data-bbox="810 451 1390 519"><b><u>(1) embezzle the Company's property or misappropriate the Company's funds;</u></b></p> <p data-bbox="810 563 1390 668"><b><u>(2) deposit the Company's funds in any account opened in his/her own name or in the name of any other individual;</u></b></p> <p data-bbox="810 712 1390 780"><b><u>(3) use his or her authority to offer bribes or receive other illegal income;</u></b></p> <p data-bbox="810 825 1390 929"><b><u>(4) accept commissions for transactions between others and the Company for his or her own use;</u></b></p> <p data-bbox="810 974 1390 1042"><b><u>(5) disclose the Company's secrets without authorization;</u></b></p> <p data-bbox="810 1087 1390 1155"><b><u>(6) other acts that violate the fiduciary duty to the Company.</u></b></p>

Original Article	Amended Article
Addition	<p><b><u>Article 136</u></b></p> <p><b><u>Directors, supervisors and senior management, who directly or indirectly enter into contracts or conduct transactions with the Company, shall report to the Board or the general meeting on matters relating to the entering into of contracts or the conduct of transactions, which shall be passed by way of a resolution of the Board or the general meeting in accordance with the provisions of the Articles of Association.</u></b></p> <p><b><u>The provisions of the preceding paragraph shall apply to the entering into of contracts or transactions with the Company by close family members of the directors, supervisors and senior management, enterprises directly or indirectly controlled by the directors, supervisors and senior management or their close family members, and connected persons who have other relationships with the directors, supervisors and senior management.</u></b></p>
Addition	<p><b><u>Article 137</u></b></p> <p><b><u>Directors, supervisors and senior management shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, except for any of the following circumstances:</u></b></p> <p><b><u>(1) reporting to the Board or the general meeting and passing a resolution by the Board or the general meeting in accordance with the provisions of the Articles of Association;</u></b></p> <p><b><u>(2) the business opportunity cannot be utilized by the Company in accordance with the provisions of laws, administrative regulations or the Articles of Association.</u></b></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
Addition	<p><b><u>Article 138</u></b></p> <p><b><u>Directors, supervisors and senior management shall not engage in or operate for others any business of the same kind as that of the Company in which they are employed without reporting to the Board or the general meeting and passing a resolution by the Board or the general meeting in accordance with the provisions of the Articles of Association.</u></b></p>
Addition	<p><b><u>Article 139</u></b></p> <p><b><u>Income derived by directors, supervisors and senior management in violation of the provisions of Articles 135 to 138 of the Articles of Association shall belong to the Company.</u></b></p>
Addition	<p><b><u>Article 140</u></b></p> <p><b><u>If the general meeting requests the presence of directors, supervisors and senior management, the directors, supervisors and senior management shall be present at the meeting and be available for questioning by the shareholders.</u></b></p>
Addition	<p><b><u>Article 141</u></b></p> <p><b><u>Directors, supervisors and senior management shall be liable for compensation for any losses caused to the Company as a result of the performance of their duties in violation of laws, administrative regulations or the Articles of Association.</u></b></p>

Original Article	Amended Article
<p>Addition</p>	<p><u>Article 142</u></p> <p><u>In case the directors or senior management are involved in the circumstances stipulated in the preceding Article, the shareholders who have individually or collectively held more than 1% of the shares of the Company for more than 180 consecutive days may request the Supervisory Committee in writing to file a lawsuit with the people’s court; and in case the supervisors are involved in the circumstances stipulated in the preceding Article, the aforesaid shareholders may request the Board in writing to file a lawsuit with the people’s court.</u></p> <p><u>If the Supervisory Committee or the Board refuses to file a lawsuit upon receipt of a written request from the shareholders as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately will cause irreparable damage to the interests of the Company, the shareholders as stipulated in the preceding paragraph shall have the right to file a lawsuit directly to the people’s court in their own names for the interests of the Company.</u></p> <p><u>If others infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may file a lawsuit with the people’s court in accordance with the provisions of the preceding two paragraphs.</u></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
	<p><u>If the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances stipulated in the preceding Article, or if others infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders who have held, individually or collectively, more than 1% of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs, request the supervisory committee and board of directors of the wholly-owned subsidiary in writing to file a lawsuit with the people’s court or directly file a lawsuit with the people’s court in their own names.</u></p>
Addition	<p><u>Article 143</u></p> <p><u>If the directors or senior management violate the provisions of laws, administrative regulations or the Articles of Association and jeopardize the interests of the shareholders, the shareholders may file a lawsuit with the people’s court.</u></p>
Addition	<p><u>Article 144</u></p> <p><u>If the directors or senior management perform their duties in a way that causes damage to others, the Company shall be liable for compensation; the directors or senior management shall also be liable for compensation if there is intent or gross negligence on their part.</u></p>
Addition	<p><u>Article 145</u></p> <p><u>Controlling shareholders and de facto controllers of the Company who instruct directors and senior management to engage in acts detrimental to the interests of the Company or its shareholders shall be jointly and severally liable with such directors and senior management.</u></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 146</u></b></p> <p><b><u>The Company may take out liability insurance for the compensation liabilities incurred by the directors for performing the duties of the Company during their terms.</u></b></p> <p><b><u>After the Company has taken out or renewed liability insurance for its directors, the Board shall report to the general meeting on the amount of liability insurance taken out, the scope of coverage, and the insurance premium rate.</u></b></p>
<p>Article 128</p> <p>The validity of the acts of the director, general manager or other senior management on behalf of the Company to bona fide third parties shall not be affected by any irregularities in their appointment, election or qualifications.</p>	<p>This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 129</p> <p>In addition to the obligations imposed by laws, regulations or listing rules of the stock exchange of the place where the shares of the Company are listed, when the Company’s directors, supervisors and senior management exercise the functions and powers conferred to them by the Company, they also owe a duty to each shareholder in respect of the following obligations:</p> <p>(1) shall not cause the Company to exceed the scope of business stipulated in the business licence;</p> <p>(2) shall act honestly in the best interest of the Company;</p> <p>(3) shall not expropriate the property of the Company in any forms, including but not limited to the usurpation of opportunities advantageous to the Company;</p> <p>(4) shall not deprive the shareholders of their individual interests, including but not limited to distribution rights and voting rights, save pursuant to reorganization of the Company submitted to the general meeting for approval in accordance with the Articles of Association.</p>	<p>This article has been deleted</p>
<p>Article 130</p> <p>In the exercise of their powers and performance of their duties, the Company’s directors, supervisors and senior management shall act with prudence, diligence and skill as if a reasonably prudent person shall perform under similar circumstances.</p>	<p>This article has been deleted</p>



**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 331 293">Article 131</p> <p data-bbox="204 340 785 634">In performance of his duties, each of the Company’s directors, supervisors and senior management must abide by the principle of good faith and shall not place himself in a position where there is a conflict between his personal interests and obligations. This principle shall include but not limited to the fulfillment of the following obligations:</p> <ol data-bbox="204 676 785 1570" style="list-style-type: none"><li data-bbox="204 676 785 749">(1) to act honestly in the best interest of the Company;</li><li data-bbox="204 791 785 898">(2) to exercise powers within the scope of his functions and powers and shall not exceed such functions and powers;</li><li data-bbox="204 940 785 1195">(3) to personally exercise the discretion vested in him, not to allow himself to be manipulated by another person, and not to delegate the exercise of his discretion to another party unless permitted by the law and regulations or with the informed consent of the general meeting;</li><li data-bbox="204 1238 785 1344">(4) to treat shareholders of the same class equally, and to treat shareholders of different classes fairly;</li><li data-bbox="204 1387 785 1570">(5) not to enter into contract, transaction or arrangement with the Company unless otherwise provided in the Articles of Association or approved by the informed consent of the general meeting;</li></ol>	<p data-bbox="813 263 1136 293">This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p>(6) not to use properties of the Company for his own benefit in any manner without informed consent of the general meeting;</p> <p>(7) not to exploit his position to accept bribes or other illegal income, nor to expropriate properties of the Company in any manner, including but not limited to opportunities advantageous to the Company;</p> <p>(8) not to accept commissions in connection with transactions of the Company without informed consent of the general meeting;</p> <p>(9) to abide by the Articles of Association, perform his duties faithfully, protect the interests of the Company and not to exploit his position and power in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any manner without informed consent of the general meeting;</p> <p>(11) not to misappropriate funds of the Company or the Company's funds to others as loans, not to deposit properties of the Company in an account opened in his personal name or in the name of others, and not to provide guarantee for debts of shareholders or other individuals with assets of the Company as security;</p>	

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p>(12) not to disclose confidential information relating to the Company that was acquired by him during his term of office without the informed consent of the general meeting nor to use such information except in the interests of the Company; however, such information may be disclosed to the court or other government authorities under the following circumstances:</p> <ol style="list-style-type: none"><li>1. under provisions of law;</li><li>2. as required in the interest of the public;</li><li>3. as required in the personal interest of such director, supervisor or senior management.</li></ol> <p>The income gained in violation of the provisions of this Article by the persons mentioned herein shall belong to the Company; and for any losses caused to the Company as a result, the violating person shall be liable for compensation.</p>	

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 336 293">Article 132</p> <p data-bbox="204 342 783 519">Directors, supervisors and senior management of the Company shall not direct the following person or institution (the “connected person”) to do what a director, supervisor or senior management is prohibited from doing so:</p> <ol data-bbox="204 568 783 1491" style="list-style-type: none"><li data-bbox="204 568 783 668">(1) the spouse or minor child of a director, supervisor or senior management of the Company;</li><li data-bbox="204 717 783 853">(2) the trustee of a director, supervisor or senior management of the Company or of any person mentioned in item (1) of this Article;</li><li data-bbox="204 902 783 1038">(3) the partner of a director, supervisor or senior management of the Company or of any person mentioned in items (1) and (2) of this Article;</li><li data-bbox="204 1087 783 1342">(4) the company which is in de facto control solely by a director, supervisor or senior management of the Company, or jointly with any person mentioned in items (1), (2) and (3) of this Article or other directors, supervisors or senior management of the Company;</li><li data-bbox="204 1391 783 1491">(5) the directors, supervisors or senior management of a company being controlled as mentioned in item (4) of this Article.</li></ol>	<p data-bbox="813 263 1137 293">This article has been deleted</p>

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**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 336 293">Article 133</p> <p data-bbox="204 342 783 817">The fiduciary duties of the directors, supervisors or senior management of the Company will not necessarily cease with the termination of their term of office. The duty of confidentiality in relation to trade secrets of the Company will survive and remain in force even after the termination of their term of office. Other obligations may continue for such a period decided by the principle of fairness, depending on the length of time elapsed between the occurrence of the event and the time of terminating the term of office, as well as the circumstances and conditions under which their relationship with the Company is terminated.</p>	<p data-bbox="812 263 1134 293">This article has been deleted</p>
<p data-bbox="204 849 336 878">Article 134</p> <p data-bbox="204 927 783 1136">Except for circumstances prescribed in Article 56 of the Articles of Association, a director, supervisor or senior management of the Company may be relieved from liability for specific breaches of his obligations by the informed consent of shareholders given at a general meeting.</p>	<p data-bbox="812 849 1134 878">This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 336 293">Article 135</p> <p data-bbox="204 342 783 746">Where a director, supervisor or senior management of the Company has a material interest, directly or indirectly, in a concluded or proposed contract, transaction or arrangement with the Company (other than an employment contract between the Company and the director, supervisor or senior management), no matter whether the relevant matter is required to be approved or consented by the Board, such person shall disclose the nature and extent of his interest to the Board as soon as possible.</p> <p data-bbox="204 793 783 1272">Unless the interested director, supervisor or senior management of the Company has disclosed his interest to the Board as required under the preceding paragraph of this Article, and the matter has been approved by the Board at a meeting where such person has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke the contract, transaction or arrangement, except where the counterparty is a bona fide party acting without knowledge of the breach in obligation by the relevant director, supervisor or senior management.</p> <p data-bbox="204 1319 783 1527">A connected person of the director, supervisor or senior management of the Company who has an interest in any contract, transaction or arrangement, the relevant director, supervisor or senior management shall also be deemed as interested therein.</p>	<p data-bbox="813 263 1137 293">This article has been deleted</p>

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**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 268 336 293">Article 136</p> <p data-bbox="204 342 783 853">Where a director, supervisor or senior management of the Company has notified the Board by way of a written notice before the Company considers to enter into the relevant contract, transaction or arrangement for the first time, declaring that due to the contents stated in the notice, there will be a conflict of interest between the Company and him or her when the contract, transaction or arrangement is to be concluded in future, so to the extent as explained in the notice, the relevant director, supervisor or senior management shall be deemed to have made a disclosure on his interest for the purpose of the preceding Article of this Chapter.</p>	<p data-bbox="813 268 1134 293">This article has been deleted</p>
<p data-bbox="204 889 336 915">Article 137</p> <p data-bbox="204 963 783 1066">The Company shall not pay tax for or on behalf of its directors, supervisors or senior management by any means.</p>	<p data-bbox="813 889 1134 915">This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
<p>Article 138</p> <p>The Company shall not directly or indirectly provide loans or loan guarantees to a director, supervisor or senior management of the Company or its parent company; and shall not provide loans or loan guarantees to the connected persons of the aforesaid persons.</p> <p>The provisions of the preceding paragraph are not applicable to the following circumstances:</p> <p>(1) the provision of a loan or loan guarantee by the Company to its subsidiary;</p> <p>(2) the provision of a loan or loan guarantee or other amounts by the Company to a director, supervisor or senior management of the Company pursuant to an employment contract approved by the general meeting to enable such person to pay for the expenses incurred for the sake of the Company or for the performance of his Company duties;</p> <p>(3) if the provision of loans or loan guarantees is included in the ordinary scope of business of the Company, the Company may provide loans or loan guarantees to the relevant director, supervisor, senior management and their connected persons, provided the loans or loan guarantees shall be provided on conditions of ordinary commercial terms.</p>	<p>This article has been deleted</p>
<p>Article 139</p> <p>A loan provided by the Company in violation of the preceding Article shall be immediately repayable by the recipient of the loan, regardless of the terms of the loan.</p>	<p>This article has been deleted</p>



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**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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<b>Original Article</b>	<b>Amended Article</b>
<p data-bbox="204 263 336 293">Article 140</p> <p data-bbox="204 340 783 485">A loan guarantee provided by the Company in breach of the provisions in the first paragraph of Article 137 shall not be enforceable against the Company, except in following circumstances:</p> <p data-bbox="204 527 783 708">(1) the loan is provided to a connected person of a director, supervisor or senior management of the Company or its parent company by the loan provider without knowledge;</p> <p data-bbox="204 751 783 853">(2) the collateral provided by the Company has been lawfully sold by the loan provider to a bona fide purchaser.</p>	<p data-bbox="812 263 1139 293">This article has been deleted</p>
<p data-bbox="204 885 336 915">Article 141</p> <p data-bbox="204 961 783 1102">In the preceding Article of this Chapter, the term “guarantee” includes an act whereby a guarantor assumes liability or provides property to secure the performance of obligations by an obligor.</p>	<p data-bbox="812 885 1139 915">This article has been deleted</p>

Original Article	Amended Article
<p>Article 142</p> <p>Where a director, supervisor or senior management of the Company has breached his obligations to the Company, in addition to any rights and remedies provided by laws and regulations, the Company is entitled to adopt the following measures:</p> <ol style="list-style-type: none"> <li>(1) demand the relevant director, supervisor or senior management to compensate for the losses sustained by the Company as a result of his breach of duty;</li> <li>(2) rescind the contract or transaction concluded between the Company and the relevant director, supervisor or senior management, and the contract or transaction concluded between the Company and the third party (where such third party has knowledge or shall have known that the director, supervisor or senior management representing the Company has breached his obligations to the Company);</li> <li>(3) demand the relevant director, supervisor or senior management to surrender the gains derived from the breach of his obligations;</li> <li>(4) recover any amounts received by the relevant director, supervisor or senior management that should have been received by the Company, including but not limited to commissions;</li> <li>(5) demand the relevant director, supervisor or senior management to return the interest earned or possibly earned on the amounts that should be handed back to the Company;</li> <li>(6) take legal proceedings to obtain a judgment that the property obtained by the director, supervisor or senior management in breach of his obligations should be returned to the Company.</li> </ol>	<p>This article has been deleted</p>

Original Article	Amended Article
<p>Article 143</p> <p>The Company shall enter into written contracts with the directors, supervisors and senior management, in which at least the following provisions should be included:</p> <p>(1) The directors, supervisors and senior management have made undertakings to the Company that they will comply with the requirements under the Company Law, Special Provisions, the Articles of Association, Hong Kong Listing Rules, the Code on Takeovers and Mergers, the Code on Share Buy-backs and other regulations of the Hong Kong Stock Exchange, and confirm that the Company is entitled to remedial measures provide in the Articles of Association, and the relevant contracts and job positions are not transferable;</p> <p>(2) The directors, supervisors and senior management have made undertakings to the Company that they will comply with and perform their obligations to the shareholders as provided in the Articles of Association;</p> <p>(3) The arbitration clause as provided in Chapter 22 of the Articles of Association and the Hong Kong Listing Rules.</p>	<p>This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>The Company shall enter into contracts in writing with each of the directors and supervisors of the Company in respect of matters of emoluments and subject to prior approval by the general meeting. The aforesaid matters of emoluments include:</p> <ol style="list-style-type: none"> <li>(1) the emoluments in respect of his service as a director, supervisor or senior management;</li> <li>(2) the emoluments in respect of his service as a director, supervisor or senior management of a subsidiary of the Company;</li> <li>(3) the emoluments in respect of the provision of other services for the management of the Company and its subsidiaries;</li> <li>(4) The amounts of compensation received by the director or supervisor for his loss of office or retirement.</li> </ol> <p>Except pursuant to the aforesaid contracts, the directors and supervisors shall not sue the Company for benefits payable to them on the basis of the aforesaid matters.</p>	

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 144</p> <p>The contract for emoluments entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other amounts of payment for their loss of office or retirement. A takeover of the Company mentioned in the preceding clause refers to any of the following circumstances:</p> <p>(1) a general offer to takeover has been made by any person to all shareholders;</p> <p>(2) a general offer to takeover has been made by any person in order to enable the offeror to become a controlling shareholder. The definition of a controlling shareholder shall have the same meaning as defined in Article 57 of the Articles of Association.</p> <p>If the relevant director or supervisor fails to comply with this Article, any amounts received by him shall belong to those persons who have sold their shares as a result of their acceptance of the aforesaid offer, and the expenses incurred in distributing such amounts on a pro-rata basis shall be borne by the relevant director or supervisor and may not be deducted from such amounts.</p>	<p>This article has been deleted</p>
<p>Article 145</p> <p>The Company shall formulate its own financial and accounting systems in accordance with provisions of the laws, regulations and the PRC accounting standards formulated by the competent fiscal authority under the State Council.</p>	<p>Article <del>145</del><u>147</u></p> <p>The Company shall formulate its own financial and accounting systems in accordance with provisions of the laws, regulations and the <del>PRC accounting standards formulated by the competent fiscal authority under the State Council</del> <b><u>laws and regulations and listing rules of the place where the Company’s shares are listed.</u></b></p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 146</p> <p>The accounting year of the Company is from 1 January to 31 December. All accounting vouchers, notes and receipts, reporting statements and accounting books are written in Chinese language. If any party considers that it is necessary to appoint an accounting firm or audit firm to review the annual financial affairs, the Company should give its consent, and all expenses required for such review shall be borne by the appointing party.</p>	<p>Article <del>146</del><b>148</b></p> <p>The accounting year of the Company is from 1 January to 31 December. All accounting vouchers, notes and receipts, reporting statements and accounting books are written in Chinese language. <del>If any party considers that it is necessary to appoint an accounting firm or audit firm to review the annual financial affairs, the Company should give its consent, and all expenses required for such review shall be borne by the appointing party.</del></p>
<p>Article 147</p> <p>The Company shall prepare a financial report at the end of each accounting year, and verification and review of the financial report shall be conducted in accordance with the laws.</p> <p>.....</p>	<p>Article <del>147</del><b>149</b></p> <p>The Company shall prepare a financial report at the end of each accounting year, and verification and review of the financial report shall be conducted in accordance with the laws.</p> <p>.....</p> <p><b><u>The Company shall report, disclose and/or submit to shareholders annual reports, interim reports, results announcements and other documents in accordance with the relevant laws and regulations of the place where the Company's shares are listed, the Hong Kong Listing Rules and other relevant regulations.</u></b></p>
<p>Article 150</p> <p>The financial statements of the Company, in addition to be prepared in accordance with the PRC accounting standards and regulations, should also be prepared in accordance with international accounting standards or accounting standards of the place of overseas listing. If there is any significant difference between the two accounting standards for preparing the accounting statements, an explanation should be included in the notes to the financial statements. When the Company distributes after-tax profit for the relevant accounting year, the financial statements with a lower after-tax profit amount between the two aforementioned financial statements shall apply.</p>	<p>This article has been deleted</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 151</p> <p>When the Company announces or discloses interim results or financial information, such information should be prepared in accordance with the PRC accounting standards and regulations, while the same information should also be prepared in accordance with international accounting standards or accounting standards of the place where the shares of the Company are listed at the same time.</p>	<p>This article has been deleted</p>
<p>Article 152</p> <p>The Company shall disclose two financial reports in each accounting year, i.e., its interim financial reports within 60 days of the end of the first six months of an accounting year and its annual financial reports within 120 days after the end of the accounting year.</p> <p>If the securities regulatory authority at the location where shares of the Company are listed have special provisions, such provisions shall apply.</p>	<p>This article has been deleted</p>
<p>Article 153</p> <p>The Company shall not establish account books other than the statutory account books.</p>	<p>Article <del>153</del><b>152</b></p> <p>The Company shall not establish account books other than the statutory account books. <b><u>The Company’s assets shall not be deposited in any personal account in the name of any individual.</u></b></p>
<p>Article 155</p> <p>The Company may distribute dividend in the form of:</p> <p>(1) cash;</p> <p>(2) shares.</p> <p>.....</p>	<p>Article <del>155</del><b>154</b></p> <p>The Company’s <b><u>profit distribution shall be in the form of cash or stock, and in principle, cash dividends shall be given priority.</u></b> may distribute dividend in the form of:</p> <p>(<del>1</del>) cash;</p> <p>(<del>2</del>) shares.</p> <p>.....</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 157</p> <p>If the accumulated amount of the Company’s statutory reserve fund is more than 50% of the Company’s registered capital, it may not be withdrawn.</p> <p>After the statutory reserve fund is withdrawn, whether the discretionary reserve fund should be withdrawn or not shall be determined by the general meeting of shareholders.</p> <p>The Company’s reserve fund may be used to offset the Company’s losses, expand the Company’s production operations or convert to increase the Company’s capital. However, capital reserve fund shall not be used to offset the Company’s losses.</p>	<p>Article <del>157</del><b>156</b></p> <p>If the accumulated amount of the Company’s statutory reserve fund is more than 50% of the Company’s registered capital, it may not be withdrawn.</p> <p><b><u>If the Company’s statutory reserve is not sufficient to offset the losses of the previous years, it shall offset the losses with the profits of the current year before withdrawing the statutory reserve in accordance with the provisions of the preceding paragraph.</u></b></p> <p>After the statutory reserve fund is withdrawn, whether the discretionary reserve fund should be withdrawn or not shall be determined by the general meeting of shareholders.</p> <p><b><u>Profit after tax remaining after the Company has offset its losses and withdrawn its reserves shall be distributed based on the percentage of shares held by the shareholders, unless the Articles of Association provides that such distribution shall not be made based on the percentage of shares held.</u></b></p>



Original Article	Amended Article
	<p>The Company’s reserve fund may be used to offset the Company’s losses, expand the Company’s production operations or convert to increase the Company’s capital. <del>However, capital reserve fund shall not be used to offset the Company’s losses.</del> <b><u>If the Company’s losses are to be offset by reserves, the Company shall first utilize discretionary and statutory reserves; if such reserves are not sufficient to offset the losses, the Company may utilize capital reserves in accordance with relevant regulations. When the statutory reserve is transferred to increase the registered capital, the reserve retained shall not be less than 25% of the registered capital of the Company before the transfer.</u></b></p> <p><b><u>If the Company still has losses after offsetting its losses in accordance with the preceding paragraph, it may reduce its registered capital to offset the losses. If the registered capital is reduced to offset the losses, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to pay the capital contribution or the share capital.</u></b></p> <p><b><u>Where the Company reduces its registered capital in accordance with the provisions of this Article, the provisions of paragraph 2 of Article 24 of the Articles of Association shall not apply, but it shall make an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date on which a resolution to reduce the registered capital is made at the general meeting.</u></b></p> <p><b><u>After the Company reduces its registered capital in accordance with the provisions of this Article, it shall not distribute profits until the accumulated amount of statutory and discretionary reserves reaches 50% of the Company’s registered capital.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 158</p> <p>.....</p> <p>The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed shares. In case the dividend warrants are left uncashed, such right can only be exercised after such dividend warrants have been so left uncashed on two consecutive occasions. Such right can be exercised by the Company should such dividend warrant be undelivered and returned for the first attempt of delivery by post.</p> <p>The Company has the right to issue warrants to unregistered holders. Unless it is reasonably believed that the original warrants have been lost, no new warrants may be issued to replace the lost warrants.</p> <p>The Company has the right to sell the shares of a holder of the overseas-listed shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</p> <p>(1) during a period of twelve years, the Company has at least distributed dividends for three times and no dividend during that period has been claimed;</p> <p>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or various newspaper in the place where the shares of the Company are listed and shall notify the The Stock Exchange of Hong Kong where the Company’s shares are listed of such listing of such shares of such intention.</p>	<p>Article <del>158</del><u>157</u></p> <p>.....</p> <p><del>The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed shares. In case the dividend warrants are left uncashed, such right can only be exercised after such dividend warrants have been so left uncashed on two consecutive occasions. Such right can be exercised by the Company should such dividend warrant be undelivered and returned for the first attempt of delivery by post.</del></p> <p><del>The Company has the right to issue warrants to unregistered holders. Unless it is reasonably believed that the original warrants have been lost, no new warrants may be issued to replace the lost warrants.</del></p> <p><del>The Company has the right to sell the shares of a holder of the overseas-listed shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</del></p> <p><del>(1) during a period of twelve years, the Company has at least distributed dividends for three times and no dividend during that period has been claimed;</del></p> <p><del>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or various newspaper in the place where the shares of the Company are listed and shall notify the The Stock Exchange of Hong Kong where the Company’s shares are listed of such listing of such shares of such intention.</del></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 159</p> <p>.....</p> <p>The receiving agents appointed on behalf of H shareholders by the Company shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article <del>159</del><u>158</u></p> <p>.....</p> <p><del>The receiving agents appointed on behalf of H shareholders by the Company shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</del></p>
<p>Article 160</p> <p>The Company shall appoint an independent accounting firm which is qualified under the relevant regulations of China to audit the annual financial reports and review other financial reports of the Company.</p> <p>The first accounting firm of the Company may be appointed by the inauguration meeting before the first general meeting. The term of office for such accounting firm shall end at the conclusion of the first general meeting.</p> <p>When the inauguration meeting does not exercise the functions and powers stipulated in the preceding paragraph, the Board shall exercise the power.</p>	<p>Article <del>160</del><u>159</u></p> <p>The Company shall appoint an independent accounting firm which is qualified under the <b><u>Securities Law, the Hong Kong Listing Rules and other</u></b> relevant regulations of China to audit the annual financial reports and review other financial reports of the Company <b><u>accounting statements, verify net assets, and perform other related consulting services for a term of one year, which may be renewed.</u></b></p> <p><del>The first accounting firm of the Company may be appointed by the inauguration meeting before the first general meeting. The term of office for such accounting firm shall end at the conclusion of the first general meeting.</del></p> <p><del>When the inauguration meeting does not exercise the functions and powers stipulated in the preceding paragraph, the Board shall exercise the power.</del></p>
<p>Addition</p>	<p><b><u>Article 162</u></b></p> <p><b><u>The Company shall ensure the provision of true and complete accounting documents, accounting books, financial accounting reports and other accounting information to the accounting firms engaged, and shall not refuse, conceal or misrepresent such information.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 163</p> <p>In the event of a vacancy in the accounting firm, the Board may appoint an accounting firm to fill the vacancy before the shareholders' general meeting is convened, but the appointment shall be confirmed by the next general meeting. Such accounting firm may continue to act during the vacancy period if the Company has other incumbent accounting firms.</p>	<p>This article has been deleted</p>
<p>Article 165</p> <p>The remuneration of an accounting firm or the method of determining remuneration shall be determined by the general meeting of shareholders. The remuneration of an accounting firm appointed by the Board is determined by the Board.</p>	<p>Article <del>165</del><b><u>164</u></b></p> <p>The remuneration of an accounting firm or the method of determining remuneration shall be determined by the general meeting of shareholders. <del>The remuneration of an accounting firm appointed by the Board is determined by the Board.</del></p>
<p>Article 166</p> <p>The appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders at the shareholders' general meeting. The resolution of the shareholders' general meeting shall be filed with the securities regulatory authority of State Council.</p>	<p>Article <del>166</del><b><u>165</u></b></p> <p>The appointment, removal and non-reappointment of an accounting firm shall be resolved by shareholders at the shareholders' general meeting. <del>The resolution of the shareholders' general meeting shall be filed with the securities regulatory authority of State Council.</del> <b><u>The Board shall not appoint an accounting firm before the resolution of the general meeting.</u></b></p>

Original Article	Amended Article
<p>Article 168</p> <p>Where it is intended to pass a resolution at a shareholders’ general meeting to appoint an accounting firm which is not holding a currency position to fill any vacancy of the position of the accounting firm, or to renew the engagement of an accounting firm engaged by the Board to fill up the vacancy, or to dismiss an accounting firm before the expiry of its term of appointment, such matters shall be handled pursuant to the following provisions:</p> <p>(1) before dispatch of the shareholders’ general meeting notice, the proposal is delivered to the accounting firm to be appointed or to leave its office or already retired in the relevant fiscal year. Leaving office shall include the dismissal, resignation and retirement for an accounting firm.</p> <p>(2) If the accounting firm to leave its office makes any statement in writing and requires the statement to be informed to shareholders by the Company, unless being too late for the receipt of such statement, the Company shall take the following measures:</p> <ol style="list-style-type: none"> <li>1. Making instructions on the notice to the resolution that the leaving accounting firm has made such a statement;</li> <li>2. Copies of such a statement as the annex to the notice shall be sent to shareholders who are entitled to who are entitled to receive notices of general meetings in such manner set forth in the Articles of Association.</li> </ol>	<p>This article has been deleted</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>(3) If the Company fails to deliver such statement made by the relevant accounting firm in accordance with the provisions in Item (2) of this Article, the accounting firm concerned may require the statement to be read out at the shareholders' general meeting and make further complaints.</p> <p>(4) The accounting firm to leave office is entitled to attend the following meetings:</p> <ol style="list-style-type: none"> <li>1. the shareholders' general meeting at which its term of office shall expire;</li> <li>2. the shareholders' general meeting at which the corresponding vacancy caused by its dismissal shall be filled;</li> <li>3. the shareholders' general meeting convened for the resignation that it takes initiative to render.</li> </ol> <p>The accounting firm to leave office is entitled to receive all notices or other information related to the foregoing meetings, and to speak at the foregoing meetings regarding such matters related to it as the former accounting firm of the Company.</p>	

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 171</p> <p>The merger of a company may be effected by way of a merger and a new consolidation.</p> <p>As for a merger of the Company, all parties of the merger shall enter into a merger agreement, and prepare the balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the merger of the Company and shall publish a notice in a newspaper within 30 days of the date of such resolution. A creditor is able within 30 days of the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days of the date of the notice, to demand the Company to repay its debts or provide a corresponding guarantee.</p> <p>After the merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.</p>	<p>Article <del>171</del><b>168</b></p> <p>The merger of a company may be effected by way of a merger and a new consolidation.</p> <p>As for a merger of the Company, all parties of the merger shall enter into a merger agreement, and prepare the balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the merger of the Company and shall publish a notice in a newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 30 days of the date of such resolution. A creditor is able within 30 days of the date of receiving the notice from the Company or, in the case of a creditor who does not receive the notice, within 45 days of the date of the notice, to demand the Company to repay its debts or provide a corresponding guarantee.</p> <p>After the merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company upon the merger.</p>
<p>Addition</p>	<p><b><u>Article 169</u></b></p> <p><b><u>In the event of a merger between the Company and a company in which it holds more than 90 % of the shares, the merged company is not subject to a resolution of the general meeting but shall notify other shareholders, who shall have the right to request the Company to acquire their shares at a reasonable price.</u></b></p> <p><b><u>A merger by the Company may be effected without a resolution of the general meeting if the consideration to be paid for the merger does not exceed 10% of the Company's net assets.</u></b></p> <p><b><u>A merger by the Company without a resolution of the general meeting in accordance with the provisions of the preceding two paragraphs shall be resolved by the Board.</u></b></p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 172</p> <p>As for the division of a company, the properties thereof shall be divided accordingly.</p> <p>As for the division of a company, the parties to the division shall enter into a division agreement, and the balance sheets and inventory of assets shall be prepared. The companies involved shall notify the creditors within 10 days of the date of the division of a company and shall publish a notice in a newspaper within 30 days of the date of such resolution.</p> <p>.....</p>	<p>Article <del>172</del><b>170</b></p> <p>As for the division of a company, the properties thereof shall be divided accordingly.</p> <p>As for the division of a company, the parties to the division shall enter into a division agreement, and the balance sheets and inventory of assets shall be prepared. The companies involved shall notify the creditors within 10 days of the date of the division of a company and shall publish a notice in a newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 30 days of the date of such resolution.</p> <p>.....</p>



**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 174</p> <p>The Company shall be dissolved and liquidated according to the laws upon the occurrence of the following events:</p> <p>(1) the general meeting has resolved to dissolve the Company;</p> <p>(2) merger or division of the Company entails the dissolution;</p> <p>(3) the Company is legally declared insolvent due to its failure to repay due debts;</p> <p>(4) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law because of breach of laws or administrative regulations on the part of the Company;</p> <p>(5) when serious difficulties occur to the Company’s operation and management and significant losses will be incurred to the shareholders by its continuance, and such difficulties cannot be solved by other means, the shareholders holding more than 10% of the total voting rights of all the shareholders may request the people’s court to dissolve our Company.</p>	<p>Article <del>174</del><u>172</u></p> <p>The Company shall be dissolved and liquidated according to the laws upon the occurrence of the following events <u>for the following reasons</u>:</p> <p><b><u>(1) the expiration of the term of business provided for in the Articles of Association or the occurrence of other causes of dissolution provided for in the Articles of Association;</u></b></p> <p><del>(2)</del> the general meeting has resolved to dissolve the Company;</p> <p><del>(2)</del> merger or division of the Company entails the dissolution;</p> <p><del>(3)</del> the Company is legally declared insolvent due to its failure to repay due debts;</p> <p>(4) the business license is revoked or it is ordered to close down or be dissolved in accordance with the law <del>because of breach of laws or administrative regulations on the part of the Company;</del></p> <p>(5) when serious difficulties occur to the Company’s operation and management and significant losses will be incurred to the shareholders by its continuance, and such difficulties cannot be solved by other means, the shareholders holding more than 10% of the total voting rights <del>of all the shareholders</del> may request the people’s court to dissolve our Company.</p>

**APPENDIX II      OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Original Article</b>	<b>Amended Article</b>
	<p><b><u>The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, announce the reasons for dissolution through the National Enterprise Credit Information Publicity System.</u></b></p> <p><b><u>If the Company has any of the circumstances set forth in items (1) and (2) of the first paragraph of this Article and has not yet distributed its property to its shareholders, it may survive by amending the Articles of Association or by a resolution of the general meeting passed by more than two-thirds of the votes of the shareholders attending the general meeting.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 175</p> <p>If the Company is dissolved pursuant to (1), (4) and (5) to Article 173, it shall establish a liquidation committee, within 15 days after the dissolution circumstance arises, of which members shall be determined by the directors or the general meeting. If the liquidation committee is not duly set up, the creditors may request the people’s court to designate related persons to form a liquidation committee to carry out liquidation.</p> <p>If the Company is dissolved pursuant to (3) to Article 173, the people’s court shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals pursuant to the requirements of the relevant laws to perform the liquidation.</p>	<p>Article <del>175</del><u>173</u></p> <p>If the Company is dissolved pursuant to (1), <del>(2)</del>, (4) and (5) to Article <del>173</del><u>172</u>, it shall <b><u>be liquidated. The directors shall be the Company’s liquidation obligors, establish and</u></b> a liquidation committee; <b><u>shall be established</u></b> within 15 days after the dissolution circumstance arises, of which members shall be determined by the directors or the general meeting. If the liquidation committee is not duly set up <b><u>or does not carry out liquidation after being set up</u></b>, the creditors <b><u>interested parties</u></b> may request the people’s court to designate related persons to form a liquidation committee to carry out liquidation.</p> <p>If the Company is dissolved pursuant to <del>(3)</del> to Article <del>173</del><u>172</u>, <b><u>the department or company registration authority that made the decision to revoke the business license, order closure or revocation may apply to the people’s court to appoint relevant persons to form a liquidation committee to carry out the liquidation</u></b> the people’s court shall order a liquidation committee which is established by the shareholders, relevant bodies and professionals pursuant to the requirements of the relevant laws to perform the liquidation.</p> <p><b><u>If the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 176</p> <p>If the Board decides to perform the liquidation, other than a liquidation due to the Company’s declaration of bankruptcy, it shall state in the notice for convening the general meeting in this regard that a thorough inspection in respect of the Company’s status has been made and that all the Company’s debts can be settled by it within twelve months upon commencement of the liquidation.</p> <p>The Board shall lose their powers immediately after the resolution for liquidation is passed at the shareholders’ general meeting.</p> <p>In compliance with the instructions of the general meeting, the liquidation committee shall report to the general meeting at least once annually the income and expenses of the committee, the business operations of the Company and the progress of the liquidation, and to make a final report to the general meeting when the liquidation is completed.</p>	<p>This article has been deleted</p>
<p>Article 177</p> <p>The liquidation committee shall notify all creditors of the Company within 10 days after its establishment and shall make a public announcement in a newspaper within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice.</p> <p>.....</p>	<p>Article <del>177</del><b>174</b></p> <p>The liquidation committee shall notify all creditors of the Company within 10 days after its establishment and shall make a public announcement in a newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 60 days. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice.</p> <p>.....</p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 179</p> <p>After the liquidation committee has examined and taken possession of the Company’s assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan for approval of the shareholders’ general meetings or the people’s court.</p> <p>.....</p> <p>During the liquidation period, the Company shall not carry out operating activities irrelevant to the liquidation. The Company’s property shall not be distributed to the shareholders before repayment according to the preceding provision.</p>	<p>Article <del>179</del><u>176</u></p> <p>After the liquidation committee has examined and taken possession of the Company’s assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan for approval of the shareholders’ general meetings or the people’s court.</p> <p>.....</p> <p>During the liquidation period, the Company shall <b>survive but shall</b> not carry out operating activities irrelevant to the liquidation. The Company’s property shall not be distributed to the shareholders before repayment according to the preceding provision.</p>
<p>Article 180</p> <p>For dissolution due to the Company’s liquidation, after the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory of assets, if it discovers that the Company’s assets are insufficient to repay its debts in full, the liquidation shall be stopped immediately and the liquidation committee shall apply to the people’s court to declare the Company’s bankrupt pursuant to law.</p> <p>Following a ruling by the people’s court that the Company is bankrupt, the liquidation committee shall transfer to the people’s court all matters relating to the liquidation.</p>	<p>Article <del>180</del><u>177</u></p> <p><del>For dissolution due to the Company’s liquidation, after</del> <b>After</b> the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and an inventory of assets, if it discovers that the Company’s assets are insufficient to repay its debts in full, <del>the liquidation shall be stopped immediately and the liquidation committee shall apply to the people’s court to declare the Company’s bankrupt</del> <b>for bankruptcy and liquidation</b> pursuant to law.</p> <p><del>Following a ruling by</del> <b>After</b> the people’s court <del>that the Company is bankrupt</del> <b>accepts the bankruptcy application</b>, the liquidation committee shall transfer to <b>the bankruptcy administrator designated by</b> the people’s court all matters relating to the liquidation.</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Addition</p>	<p><b><u>Article 178</u></b></p> <p><b><u>The members of the liquidation committee shall perform their duties of liquidation with the obligations of fiduciary and diligence.</u></b></p> <p><b><u>If the members of the liquidation committee are negligent in performing their liquidation duties and cause losses to the Company, they shall be liable for compensation; if they cause losses to the creditors due to wilful or gross negligence, they shall be liable for compensation.</u></b></p>
<p>Article 181</p> <p>Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period which shall be submitted to the shareholders’ general meeting or the people’s court for confirmation upon verification by a certified public accountant in the PRC.</p> <p>The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders’ general meeting or the relevant competent authorities, submit the aforesaid documents to the authorities governing the administration of industry and commerce and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</p>	<p>Article <del>181</del><b><u>179</u></b></p> <p>Upon completion of the Company’s liquidation, the liquidation committee shall prepare a liquidation report and a statement of the receipts and payments and the financial accounts for the liquidation period which shall be submitted to the shareholders’ general meeting or the people’s court for confirmation <del>upon verification by a certified public accountant in the PRC,</del> <b><u>and shall be submitted to the company registration authority for application of deregistration of the Company.</u></b></p> <p><del>The liquidation committee shall, within 30 days after the confirmation of the liquidation report by the shareholders’ general meeting or the relevant competent authorities, submit the aforesaid documents to the authorities governing the administration of industry and commerce and apply for cancellation of registration of the Company, and publish an announcement relating to the termination of the Company.</del></p>
<p>Addition</p>	<p><b><u>Article 180</u></b></p> <p><b><u>If the Company is declared bankrupt in accordance with the laws, bankruptcy liquidation shall be carried out in accordance with the laws relating to enterprise bankruptcy.</u></b></p>

**APPENDIX II            OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 184</p> <p>For any amendment to the Articles of Association involving the Mandatory Provisions, no amendment shall come into effect until it is approved by the department in charge of company approval under the State Council and by the China Securities Regulatory Commission (if needed). If such amendment involves registration of the Company, the changes involved shall be registered pursuant to law.</p>	<p>Article <del>184</del><b><u>183</u></b></p> <p><del>For any</del> <b><u>Any</u></b> amendment to the Articles of Association involving the Mandatory Provisions, <del>no amendment shall come into effect until it is approved by the department in charge of company approval under the State Council and by the China Securities Regulatory Commission (if needed). If such amendment involves registration of the Company, the changes involved shall be registered pursuant to law</del> <b><u>passed by resolution of the general meeting subject to approval by the competent authorities shall be submitted to the competent authorities for approval; if the amendment involves matters relating to company registration, the change shall be registered in accordance with the laws.</u></b></p>
<p>Addition</p>	<p><b><u>Article 184</u></b></p> <p><b><u>The Board shall amend the Articles of Association in accordance with the resolution of the general meeting on amendment to the Articles of Association and the approval opinions of relevant competent authorities.</u></b></p>
<p>Chapter 22 Settlement of Disputes</p>	<p>This chapter has been deleted</p>

**APPENDIX II OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Original Article	Amended Article
<p>Article 193</p> <p>Definition</p> <p>The term “or more”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “less than”, “more than” shall all exclude the given figure.</p> <p>In the Articles of Association, references to “accounting firms” shall have the same meaning as “auditors”.</p> <p>.....</p>	<p>Article <del>193</del><u>191</u></p> <p>Definition</p> <p>The term “or more”, “within”, “below”, as stated in the Articles of Association shall all include the given figure; the term “not exceeding”, “except”, “less than”, “more than” <b><u>and “over”</u></b> shall all exclude the given figure.</p> <p><b><u>For the purpose of the Articles of Association, “controlling shareholders”, when applying the Company Law, relevant laws and regulations and regulatory rules, shall mean shareholders whose shares account for more than 50% of the total share capital of the Company, or shareholders who hold less than 50% of the shares but whose voting rights are sufficient to exercise significant influence over the resolutions of the general meetings based on the shares held by them. When applying the Hong Kong Listing Rules and relevant laws, regulations and regulatory rules, “controlling shareholders” shall mean shareholders who are entitled to exercise or control the exercise of 30% or more of the voting rights at a general meeting or shareholders who are in a position to control a majority of the members comprising the Board of the Company.</u></b></p> <p>In the Articles of Association, references to “accounting firms” shall have the same meaning as “auditors”.</p> <p>.....</p>

Except for the aforementioned amendments to the Articles of Association, the application of the wording of the Company Law of the People’s Republic of China (Revised in 2023) to adjust the phrase “general meeting (股東大會)” to “general meeting (股東會)” in the Articles of Association of Venus Medtech (Hangzhou) Inc. and the corresponding adjustments to other section numbers, article numbers and references to article numbers due to the addition or deletion of certain chapters or articles, all other contents of the Articles of Association remain unchanged.



# NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING



## 杭州启明醫療器械股份有限公司 Venus Medtech (Hangzhou) Inc.

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

(Stock Code: 2500)

### NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting in 2024 (the “**2024 Second Extraordinary General Meeting**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 10:00 a.m. on Thursday, December 5, 2024, for the purpose of considering, and if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTION

1. To consider and elect Mr. John Junhua Gu (formerly Junhua Gu) as an independent non-executive Director.

#### SPECIAL RESOLUTIONS

2. To consider and approve the resolution on the Proposed Amendments in relation to Rule 2.07A and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Proposed Amendments in relation to Rule 2.07A.
3. To consider and approve the resolution on the Other Proposed Amendments to the Articles of Association and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Other Proposed Amendments to the Articles of Association.
4. To consider and approve the resolution on the grant of a general mandate to the Board to issue Shares.

Details of the above resolutions are set out in the circular of the Company dated November 19, 2024. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By Order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Mr. Lim Hou-Sen (Lin Haosheng)**  
*Executive Director*

November 19, 2024

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. The register of members of holders of H Shares will be closed from Monday, December 2, 2024 to Thursday, December 5, 2024 (both days inclusive). Holders of H Shares and holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the 2024 Second Extraordinary General Meeting. Holders of H Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, November 29, 2024 for registration. Holders of Unlisted Foreign Shares who intend to attend the 2024 Second Extraordinary General Meeting are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Friday, November 29, 2024 for registration.
2. Shareholders entitled to attend and vote at the 2024 Second Extraordinary General Meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder but must attend the 2024 Second Extraordinary General Meeting in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at (i) 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 (for holders of H Shares); or (ii) the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC (for holders of Unlisted Foreign Shares) not less than 24 hours before the time fixed for the holding of the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the 2024 Second Extraordinary General Meeting or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the 2024 Second Extraordinary General Meeting (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the notice of the 2024 Second Extraordinary General Meeting will be voted on by poll.
7. The 2024 Second Extraordinary General Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the 2024 Second Extraordinary General Meeting are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

*As at the date of this notice, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu and Mr. Chi Wai Suen.*

# NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES



杭州啓明醫療器械股份有限公司

**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

## NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES

**NOTICE IS HEREBY GIVEN** that the second class meeting of holders of H shares in 2024 (the “**Class Meeting of Holders of H Shares**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:00 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting to be held on the same date or any adjournment thereof), for the purpose of considering, and if thought fit, passing the following resolutions:

### SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the Proposed Amendments in relation to Rule 2.07A and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Proposed Amendments in relation to Rule 2.07A.
2. To consider and approve the resolution on the Other Proposed Amendments to the Articles of Association and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Other Proposed Amendments to the Articles of Association.

Details of the above resolutions are set out in the circular of the Company dated November 19, 2024. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By Order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Mr. Lim Hou-Sen (Lin Haosheng)**  
*Executive Director*

November 19, 2024

# NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF H SHARES

*Notes:*

1. The register of members of holders of H Shares will be closed from Monday, December 2, 2024 to Thursday, December 5, 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the Class Meeting of Holders of H Shares. Holders of H Shares who intend to attend the Class Meeting of Holders of H Shares are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, November 29, 2024 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of H Shares may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder but must attend the Class Meeting of Holders of H Shares in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at 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 not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of H Shares or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Class Meeting of Holders of H Shares or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of H Shares (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of H shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of H Shares will be voted on by poll.
7. The Class Meeting of Holders of H Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of H Shares are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

*As at the date of this notice, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu and Mr. Chi Wai Suen.*



杭州启明醫療器械股份有限公司  
**Venus Medtech (Hangzhou) Inc.**

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

**(Stock Code: 2500)**

**NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF  
UNLISTED FOREIGN SHARES**

**NOTICE IS HEREBY GIVEN** that the second class meeting of holders of unlisted foreign shares in 2024 (the “**Class Meeting of Holders of Unlisted Foreign Shares**”) of Venus Medtech (Hangzhou) Inc. (the “**Company**”) will be held at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC at 11:30 a.m. on Thursday, December 5, 2024 (or immediately after conclusion of the 2024 Second Extraordinary General Meeting and the second class meeting of holders of H Shares in 2024 to be held on the same date or any adjournment thereof), for the purpose of considering, and if thought fit, passing the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the resolution on the Proposed Amendments in relation to Rule 2.07A and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Proposed Amendments in relation to Rule 2.07A.
2. To consider and approve the resolution on the Other Proposed Amendments to the Articles of Association and to authorise the Board to deal with on behalf of the Company the relevant matters arising from the Other Proposed Amendments to the Articles of Association.

Details of the above resolutions are set out in the circular of the Company dated November 19, 2024. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By Order of the Board  
**Venus Medtech (Hangzhou) Inc.**  
**Mr. Lim Hou-Sen (Lin Haosheng)**  
*Executive Director*

November 19, 2024

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## NOTICE OF 2024 SECOND CLASS MEETING OF HOLDERS OF UNLISTED FOREIGN SHARES

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*Notes:*

1. Holders of Unlisted Foreign Shares whose names appear on the register of members of the Company on Thursday, December 5, 2024 are entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares. Holders of Unlisted Foreign Shares who intend to attend the Class Meeting of Holders of Unlisted Foreign Shares are required to deposit the share certificates together with the transfer documents at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC before 4:30 p.m. on Friday, November 29, 2024 for registration.
2. Shareholders entitled to attend and vote at the Class Meeting of Holders of Unlisted Foreign Shares may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder but must attend the Class Meeting of Holders of Unlisted Foreign Shares in person to represent the relevant Shareholder.
3. The instrument appointing a proxy must be in writing and signed by holders of Shares or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
4. In order to be valid, the proxy form together with the notarized power of attorney or other authorization document (if any) must be deposited at the office of the Company, at Room 311, 3/F, Block 2, No. 88, Jiangling Road, Binjiang District, Hangzhou, the PRC not less than 24 hours before the time fixed for the holding of the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the Class Meeting of Holders of Unlisted Foreign Shares or any adjournment thereof if he/she so wishes.
5. Shareholders and Shareholder proxies are required to produce identity proof when attending the Class Meeting of Holders of Unlisted Foreign Shares (and any adjournment thereof).
6. Pursuant to the Articles of Association, any vote of Shareholders at a class meeting of holders of unlisted foreign shares must be taken by poll. As such, the resolutions set out in the notice of the Class Meeting of Holders of Unlisted Foreign Shares will be voted on by poll.
7. The Class Meeting of Holders of Unlisted Foreign Shares is expected to last for half a day. Shareholders (in person or by proxy) attending the Class Meeting of Holders of Unlisted Foreign Shares are responsible for their own transportation and accommodation expenses.
8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s), and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

*As at the date of this notice, the executive Directors are Mr. Lim Hou-Sen (Lin Haosheng), Mr. Liqiao Ma and Ms. Meirong Liu; the non-executive Directors are Mr. Ao Zhang and Mr. Wei Wang; and the independent non-executive Directors are Mr. Ting Yuk Anthony Wu and Mr. Chi Wai Suen.*