

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

If you have sold or transferred all your shares in Hangzhou Jiuyuan Gene Engineering Co., Ltd. (杭州九源基因工程股份有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Hangzhou Jiuyuan Gene Engineering Co., Ltd.
杭州九源基因工程股份有限公司

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

(Stock Code: 2566)

- (1) PROPOSED CHANGE OF COMPANY NAME**
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE INTERNAL RULES
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING
-

The notice convening the EGM on Wednesday, March 5, 2025 at 9:00 a.m. to be held at Conference Room 3, No. 23, Eighth Street, Baiyang Street, Qiantang District, Hangzhou, Zhejiang Province, PRC is set out in this circular.

Whether or not you are able to attend the EGM, you are reminded to complete, sign and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time fixed for holding the EGM (i.e., not later than 9:00 a.m. on Tuesday, March 4, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

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

Reference to times and dates in this circular are to Hong Kong local times and dates.

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company currently in force (as amended from time to time)
“Board”	the board of directors of the Company
“Company”	Hangzhou Jiuyuan Gene Engineering Co., Ltd. (杭州九源基因工程股份有限公司)
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2025 of the Company to be held on Wednesday, March 5, 2025 at 9:00 a.m. at Conference Room 3, No. 23, Eighth Street, Baiyang Street, Qiantang District, Hangzhou, Zhejiang Province, PRC
“Group”	the Company and its subsidiary
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Internal Rules”	collectively, the Rules of Procedures for the Board of Directors (《董事會議事規則》) and the Rules of Procedures for the General Meeting of Shareholders (《股東大會議事規則》)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular only, unless the context otherwise requires, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange

LETTER FROM THE BOARD



Hangzhou Jiuyuan Gene Engineering Co., Ltd.
杭州九源基因工程股份有限公司

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

(Stock Code: 2566)

Executive Directors:

Mr. Fu Hang (傅航)
Mr. Zhou Wei (周偉)

Non-executive Directors:

Ms. Ma Honglan (馬紅蘭)
Mr. Wu Shihang (吳詩航)
Mr. Albert Esteve Cruella
Mr. Fei Junjie (費俊傑)

Independent Non-executive Directors:

Mr. Zhou Zhihui (周智慧)
Ms. Ho Mei Yi (何美儀)
Dr. Zhou Demin (周德敏)

Registered Office, Head Office and Principal Place of

Business in the PRC:

No. 23, Eighth Street
Baiyang Street, Qiantang District
Hangzhou, Zhejiang Province
PRC

Principal Place of Business in Hong Kong:

46/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

February 12, 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(3) PROPOSED AMENDMENTS TO THE INTERNAL RULES
AND
(4) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
OF 2025

INTRODUCTION

Reference is made to the announcement of the Company dated February 12, 2025 in relation to (i) the proposed change of Company name and the corresponding amendments to the Articles of Association; (ii) the proposed amendment to the Articles of Association in relation to the registered capital and the regulation requirements; and (iii) the proposed amendments to the Company's internal rules.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM to be held on Wednesday, March 5, 2025 to enable you to make an informed decision on whether to vote for or against such resolutions. For the details of the proposed resolutions at the EGM, please also refer to the notice of the EGM enclosed with this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board has proposed to seek the approval of the change of the Chinese name of the Company from “杭州九源基因工程股份有限公司” to “杭州九源基因生物醫藥股份有限公司”, and the English name of the Company from “Hangzhou Jiuyuan Gene Engineering Co., Ltd.” to “Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd.” (the “**Proposed Change of Company Name**”). The Board also proposed to seek the approval of the corresponding amendments (the “**Proposed AoA Amendments I**”) to the Articles of Association.

Details of the Proposed AoA Amendments I are set out below (deleted texts are presented in strikethrough and additional texts are presented in underline):

Before the Amendment	After the Amendment
<p>Article 1 To safeguard the legitimate rights and interests of Hangzhou Jiuyuan Gene Engineering Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors, and to regulate the organisation and conduct of the Company, these articles of associations (hereinafter referred to as the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “AoA Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations, prescriptive documents and the requirements of relevant regulatory authorities.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Hangzhou Jiuyuan Gene Engineering <u>Genetic Biopharmaceutical</u> Co., Ltd. (hereinafter referred to as the “Company”), its shareholders and creditors, and to regulate the organisation and conduct of the Company, these articles of associations (hereinafter referred to as the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as the “AoA Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws, regulations, prescriptive documents and the requirements of relevant regulatory authorities.</p>

LETTER FROM THE BOARD

Before the Amendment	After the Amendment
<p>Article 4 The registered name of the Company:</p> <p>Chinese name: 杭州九源基因工程股份有限公司.</p> <p>English name: Hangzhou Jiuyuan Gene Engineering Co., Ltd.</p>	<p>Article 4 The registered name of the Company:</p> <p>Chinese name: 杭州九源基因<u>工程生物醫藥</u>股份有限公司.</p> <p>English name: Hangzhou Jiuyuan Gene Engineering <u>Genetic Biopharmaceutical</u> Co., Ltd.</p>

The Proposed Change of Company Name, if approved by the Shareholders, will take effect upon the completion of the registration procedures with the relevant governmental authorities in the PRC.

The Company will make further announcements on the effective date of the Proposed Change of Company Name. Upon the Proposed Change of Company Name becoming effective, the Company will apply to the Hong Kong Companies Registry for a Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company to comply with the necessary registration and/or filing procedures in Hong Kong.

Reasons for the Proposed Change of Company Name

The Proposed Change of Company Name aims to comprehensively reflect the Company's industry positioning and accurately reflect the Company's future strategic development direction. As such, the Board is of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company. All existing certificates of securities in issue bearing the present Company name will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates of securities for new share certificates under the new name of the Company free of charge. With the effect of the Proposed Change of Company Name, any new issue of share certificates thereafter will only be in the new name of the Company.

The Chinese and English stock short names of the Company will remain unchanged.

This resolution has been considered and approved by the Board on February 12, 2025 and is hereby proposed at the EGM for consideration and approval.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board has proposed to seek the approval of certain amendments to the Articles of Association (the “**Proposed AoA Amendments II**”, together with the Proposed AoA Amendments I, the “**Proposed Amendments to the Articles of Association**”), in order to, among other things:

- (i) reflect the changes in the registered capital and the total number of issued shares of the Company after the listing of its H Shares on the Stock Exchange; and
- (ii) align the Articles of Association with the requirements under Company Law of the PRC (《中華人民共和國公司法》), Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》), Guidelines on the Bylaws of Listed Companies (《上市公司章程指引》) and the Listing Rules (the “**Regulation Requirements**”) and to further improve the Company's corporate governance.

Please refer to Appendix I to this circular for details on the Proposed AoA Amendments II.

Except for the Proposed Amendments to the Articles of Association, other provisions of the Articles of Association remain unchanged. The Proposed Amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail. Prior to the passing of the special resolution, the existing Articles of Association shall remain valid. After the Proposed Amendments to the Articles of Association come into effect, the full text of the new set of Articles of Association will be published on the websites of the Company (www.china-gene.com) and the Stock Exchange (www.hkexnews.hk).

This resolution has been considered and approved by the Board on February 12, 2025 and is hereby proposed at the EGM for consideration and approval.

PROPOSED AMENDMENTS TO THE INTERNAL RULES

In light of the Regulation Requirements and the Proposed Amendments to the Articles of Association, the Board has proposed to seek the approval of the amendments to (i) the Rules of Procedures for the Board of Directors (《董事會議事規則》); and (ii) the Rules of Procedures for the General Meeting of Shareholders (《股東大會議事規則》) (the “**Proposed Amendments to the Internal Rules**”). Please refer to Appendix II to this circular for full text of the proposed Internal Rules.

This resolution has been considered and approved by the Board on February 12, 2025 and is hereby proposed at the EGM for consideration and approval.

LETTER FROM THE BOARD

EGM AND PROXY ARRANGEMENT

The notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular and published and available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.china-gene.com).

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.china-gene.com). To be valid, whether or not you are able to attend the EGM, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e., not later than 9:00 a.m. on Tuesday, March 4, 2025 (Hong Kong time)). Completion and delivery of the forms of proxy will not preclude you from attending and voting at the EGM if you so wish.

GENERAL

To the best of the Directors' knowledge, information, and belief, and according to applicable PRC and Hong Kong law, regulations, and regulatory requirements, none of the Shareholders are required to abstain from voting at the EGM.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM in relation to (i) the Proposed Change of Company Name and the corresponding amendments to the Articles of Association, (ii) the amendment to the Articles of Association in relation to the registered capital and the Regulation Requirements, and (iii) the Proposed Amendments to the Internal Rules are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions in relation to the above matters to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

By order of the Board

Hangzhou Jiuyuan Gene Engineering Co., Ltd.

杭州九源基因工程股份有限公司

FU Hang

*Executive Director, Chairman of the Board and
General Manager*

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 3 On [●], with the approval of The Stock Exchange of Hong Kong Limited (hereinafter referred to as “SEHK”), the Company carried out initial public offering of [●] shares to be listed on SEHK (hereinafter referred to as “H Shares”) and listed on SEHK on [●].

Article 6 The registered capital of the Company is RMB[●].

Article 8 The chairperson of the board of directors shall be the legal representative of the Company. Where the chairperson of the board of directors resigns, he/she shall be deemed to have resigned from the position of the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days after the date of his/her resignation.

After the Amendment

Article 3 ~~On [●], with the approval of~~ The Company completed the filing with the China Securities Regulatory Commission (hereinafter referred to as “CSRC”) on June 1, 2024 and was approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as “SEHK”), ~~the Company carried out on November 27, 2024 to carry out an initial public offering of [●] shares~~ 45,398,800 overseas listed foreign shares (hereinafter referred to as “H Shares”) to the public, with a par value of RMB1 per share, and was listed on the Main Board of SEHK on November 28, 2024. ~~to be listed on SEHK (hereinafter referred to as “H Shares”) and listed on SEHK on [●].~~

Article 6 The registered capital of the Company is RMB[●]245,398,800.

Article 8 ~~The chairperson of the board of directors~~ who represents the Company in conducting its affairs shall be the legal representative of the Company and is elected by the board of directors. ~~Where the chairperson of the board of directors such director resigns,~~ he/she shall be deemed to have resigned from the position of the legal representative at the same time. Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days after the date of his/her resignation.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

After the Amendment

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Article 9 The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company.

Any restrictions on the authority of the legal representative as stipulated in these Articles of Association or by the shareholders' meeting shall not be used against a bona fide counterparty.

Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or these Articles of Association.

Article 9 All assets of the Company are divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they have subscribed for, and the Company shall be liable for the debts of the Company to the extent of all its assets.

Article 910 ~~All assets of the Company are divided into shares of equal value.~~ The shareholders shall be liable to the Company to the extent of the shares they have subscribed for, and the Company shall be liable for the debts of the Company to the extent of all its assets.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 19 Prior to the issuance of H Shares, the total number of Shares of the Company was 200,000,000 Shares, all of which were ordinary Shares with par value denominated in Renminbi.

With the approval of SEHK, the Company issued [●] H Shares to overseas investors on [●]. Upon completion of the aforesaid issuance, the total number of shares of the Company is [●], all of which are ordinary shares, of which a total of [●] Shares are held by domestic shareholders, a total of [●] Shares are held by overseas unlisted foreign shareholders and a total of [●] Shares are held by overseas listed foreign shareholders.

After the Amendment

Article 1920 Prior to the issuance of H Shares, the total number of Shares of the Company was 200,000,000 Shares, all of which were ordinary Shares with par value denominated in Renminbi.

~~With the approval of SEHK, the Company issued [●] H Shares to overseas investors on [●].~~ The Company completed the filing with the CSRC on June 1, 2024 and was approved by SEHK on November 27, 2024 to issue 45,398,800 H shares to overseas investors. Shareholders of unlisted shares converted 63,697,985 unlisted shares of the Company held by them into H shares. Upon completion of the aforesaid issuance and share conversion, the total number of shares of the Company is ~~[●]~~ 245,398,800, all of which are ordinary shares, of which a total of ~~[●]~~ 105,302,015 shares are held by domestic shareholders, a total of ~~[●]~~ 31,000,000 shares are held by overseas unlisted foreign shareholders and a total of ~~[●]~~ 109,096,785 shares are held by overseas listed foreign shareholders.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 21 The Company or any subsidiary of the Company (including an affiliate of the Company) shall not give any financial assistance in the form of a grant, advance, guarantee, compensation or loan to a person who is purchasing or proposing to purchase shares in the Company, unless it carries out an employee stock ownership plan.

For the benefit of the Company, the Company may, upon a resolution by the shareholders' meeting or by the board of directors under these Articles of Association or the authorization of the shareholders' meeting, provide financial assistance for others to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be adopted by two thirds (2/3) or more of all the directors.

Any director, supervisors or senior management personnel who is liable for any loss to the Company due to violation of the provisions of the preceding two paragraphs shall be liable for compensation.

After the Amendment

Article 21~~2~~ The Company or any subsidiary of the Company (including an affiliate of the Company) shall not give any financial assistance in the form of a grant, advance, guarantee, compensation or loan to ~~a person who is purchasing or proposing to purchase shares in the Company~~ others for the acquisition of the Company's or its parent company's shares, unless it carries out an employee stock ownership plan.

For the benefit of the Company, the Company may, upon a resolution by the shareholders' meeting or by the board of directors under these Articles of Association or the authorization of the shareholders' meeting, provide financial assistance for others to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be adopted by two thirds (2/3) or more of all the directors.

Any director, supervisors or senior management personnel who is liable for any loss to the Company due to violation of the provisions of the preceding two paragraphs shall be liable for compensation.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 22 The Company may, in accordance with the needs of its business operation and development and in accordance with the requirements of laws, regulations and the prescriptive documents, increase its capital by separate resolutions of the shareholders' meeting in the following manners:

- (I) public offering of shares;
- (II) non-public offering of shares;
- (III) placing of new shares to existing shareholders;
- (IV) bonus issue to existing shareholders;
- (V) capitalizing its capital reserves;
- (VI) other means as stipulated by laws, regulations and prescriptive documents and as approved by relevant regulatory authorities such as China Securities Regulatory Commission and the regulatory authority of the place where the Company's shares are listed.

After the Amendment

Article 22~~3~~ The Company may, in accordance with the needs of its business operation and development and in accordance with the requirements of laws, regulations and the prescriptive documents, increase its capital by ~~separate~~ resolutions of the shareholders' meeting in the following manners:

- (I) ~~public offering of shares~~ issuing shares to unspecified parties;
- (II) ~~non-public offering of shares~~ issuing shares to specific parties;
- ~~(III) placing of new shares to existing shareholders;~~
- ~~(III~~V~~)~~ bonus issue to existing shareholders;
- (IV) capitalizing its capital reserves;
- (VI) other means as stipulated by laws, regulations and prescriptive documents and as approved by relevant regulatory authorities such as China Securities Regulatory Commission and the regulatory authority of the place where the Company's shares are listed.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association and the requirements of the rules of the stock exchange of the place where the Company's shares are listed, be conducted in accordance with the procedures stipulated in relevant laws, regulations, prescriptive documents in the PRC and the laws and regulations as well as the requirements of the listing rules of the places where the Company's shares are listed.

The shareholders' meeting may authorize the board of directors to decide to issue not more than 50% of the shares that have been issued within three years. However, if the capital contributions are to be made using non-monetary property, they shall be subject to a resolution made by the shareholders' meeting. Where the board of directors decides to issue new shares, a resolution of the board of directors shall be adopted by two thirds (2/3) or more of all the directors.

Where the board of directors decides to issue shares pursuant to the preceding paragraph, and thus results in a change in the registered capital or the number of issued shares of the Company, the voting at the shareholders' meeting may not be needed to revise such item set forth in the Articles of Association.

After the Amendment

The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association and the requirements of the rules of the stock exchange of the place where the Company's shares are listed, be conducted in accordance with the procedures stipulated in relevant laws, regulations, prescriptive documents in the PRC and the laws and regulations as well as the requirements of the listing rules of the places where the Company's shares are listed.

The shareholders' meeting may authorize the board of directors to decide to issue not more than 50% of the shares that have been issued within three years. However, if the capital contributions are to be made using non-monetary property, they shall be subject to a resolution made by the shareholders' meeting. Where the board of directors decides to issue new shares, a resolution of the board of directors shall be adopted by two thirds (2/3) or more of all the directors.

Where the board of directors decides to issue shares pursuant to the preceding paragraph, and thus results in a change in the registered capital or the number of issued shares of the Company, the voting at the shareholders' meeting may not be needed to revise such item set forth in the Articles of Association.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 24 The Company may acquire its own shares in accordance with laws, regulations and prescriptive documents and these Articles of Association under the following circumstances:

- (I) reduction of the Company's registered capital;
- (II) mergers with other companies holding the Company's shares;
- (III) shares are used for employee stock ownership plan or equity incentive;
- (IV) any shareholder opposes a resolution on the merger or division of the Company adopted at a shareholders' meeting and requests the Company to purchase his or her shares;
- (V) shares are used for conversion of corporate debts issued by the Company that could be converted into its share certificates;
- (VI) when it is necessary for the Company to maintain corporate value and the interest of its shareholders.

Except for the aforesaid circumstances, the Company shall not trade in its own shares.

After the Amendment

Article 24~~5~~ The Company may acquire its own shares in accordance with laws, regulations and prescriptive documents and these Articles of Association under the following circumstances:

- (I) reduction of the Company's registered capital;
- (II) mergers with other companies holding the Company's shares;
- (III) shares are used for employee stock ownership plan or equity incentive;
- (IV) any shareholder opposes a resolution on the merger or division of the Company adopted at a shareholders' meeting and requests the Company to purchase his or her shares;
- (V) shares are used for conversion of corporate ~~debts~~bonds issued by the Company that could be converted into its share certificates;
- (VI) when it is necessary for the Company to maintain corporate value and the interest of its shareholders.

Except for the aforesaid circumstances, the Company shall not trade in its own shares.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 25 The Company may acquire its own shares by means of public centralised trading or by other means as recognised by laws, regulations, prescriptive documents and the securities regulatory authorities.

If the Company acquires its own shares in the circumstances specified in items (III), (V) and (VI) of paragraph 1 of Article 24 of these Articles of Association, it shall do so through public centralised trading.

Where the Company repurchases its shares by an off-market agreement, the prior approval of the shareholders' meeting shall be obtained in accordance with these Articles of Association. Upon obtaining the prior approval of the shareholders' meeting in the same manner, the Company may terminate or amend the contracts entered into in the aforementioned manner or waive any of its rights under such contracts. The contracts for the repurchase of shares referred to in the preceding paragraph include (without limitation) an agreement whereby repurchase obligations are undertaken and repurchase rights are acquired.

The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.

After the Amendment

Article 25~~6~~ The Company may acquire its own shares by means of public centralised trading or by other means as recognised by laws, regulations, prescriptive documents and the securities regulatory authorities.

If the Company acquires its own shares in the circumstances specified in items (III), (V) and (VI) of paragraph 1 of Article 24~~5~~ of these Articles of Association, it shall do so through public centralised trading.

~~Where the Company repurchases its shares by an off-market agreement, the prior approval of the shareholders' meeting shall be obtained in accordance with these Articles of Association. Upon obtaining the prior approval of the shareholders' meeting in the same manner, the Company may terminate or amend the contracts entered into in the aforementioned manner or waive any of its rights under such contracts. The contracts for the repurchase of shares referred to in the preceding paragraph include (without limitation) an agreement whereby repurchase obligations are undertaken and repurchase rights are acquired.~~

~~The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.~~

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 26 Where the Company acquires its own shares for reasons set out in items (I) and (II) of Article 24 of these Articles of Association, the acquisition shall be resolved by a shareholders' meeting; if the Company acquires its own shares under the circumstances set out in items (III), (V) and (VI) of Article 24 of these Articles of Association, the acquisition shall be resolved at a meeting of the board of directors attended by two-thirds (2/3) or more of the directors.

After the Company acquires its own shares pursuant to the provisions of Article 24, in the case of item (I), the repurchased shares shall be deregistered within ten days from the date of repurchase; in the case of items (II) and (IV), the repurchased shares shall be transferred or deregistered within six months. The shares of the Company acquired by itself pursuant to items (III), (V) and (VI) of Article 24 shall not exceed 10% of the total issued shares of the Company and shall be transferred or deregistered within three years.

Where the Company deregisters a portion of its shares as a result of repurchasing the Company's shares, it shall, in accordance with the law, apply to the original company registration authority for registration of change in registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those deregistered shares.

The repurchase of the Company's H Shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements in the place where H Shares are listed.

After the Amendment

Article 26~~7~~ Where the Company acquires its own shares for reasons set out in items (I) and (II) of Article 24~~5~~ of these Articles of Association, the acquisition shall be resolved by a shareholders' meeting; if the Company acquires its own shares under the circumstances set out in items (III), (V) and (VI) of Article 24~~5~~ of these Articles of Association, the acquisition shall be resolved at a meeting of the board of directors attended by two-thirds (2/3) or more of the directors.

After the Company acquires its own shares pursuant to the provisions of Article 24~~5~~, in the case of item (I), the repurchased shares shall be deregistered within ten days from the date of repurchase; in the case of items (II) and (IV), the repurchased shares shall be transferred or deregistered within six months. The shares of the Company acquired by itself pursuant to items (III), (V) and (VI) of Article 24~~5~~ shall not exceed 10% of the total issued shares of the Company and shall be transferred or deregistered within three years.

Where the Company deregisters a portion of its shares as a result of repurchasing the Company's shares, it shall, in accordance with the law, apply to the original company registration authority for registration of change in registered capital. The amount of the Company's registered capital shall be reduced by the aggregate par value of those deregistered shares.

The repurchase of the Company's H Shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements in the place where H Shares are listed.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 43 The shareholders' meeting is the authority of power of the Company and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace directors and supervisors who are not employee representatives and to decide on matters in relation to the remuneration of directors and supervisors;
- (II) to consider and approve the report of the board of directors;
- (III) to consider and approve the report of the supervisory committee;
- (IV) to consider and approve the Company's projects for profit distribution and loss recovery;
- (V) to resolve on the increase or reduction of the registered capital of the Company;
- (VI) to resolve on the issuance of corporate bonds or the issuance and listing of other securities;
- (VII) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VIII) to amend these Articles of Association;
- (IX) to resolve on the engagement and dismissal of the Company's accounting firm;

After the Amendment

Article 43~~4~~ The shareholders' meeting is the authority of power of the Company and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace directors and supervisors who are not employee representatives and to decide on matters in relation to the remuneration of directors and supervisors;
- (II) to consider and approve the report of the board of directors;
- (III) to consider and approve the report of the supervisory committee;
- (IV) to consider and approve the Company's projects for profit distribution and loss recovery;
- (V) to resolve on the increase or reduction of the registered capital of the Company;
- (VI) to resolve on the issuance of corporate bonds or the issuance and listing of other securities;
- (VII) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VIII) to amend these Articles of Association;
- (IX) to resolve on the engagement and dismissal of the ~~Company's~~ accounting firm providing audit services for the Company;

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

After the Amendment

(X) to consider and approve the guarantees as provided in Article 44;

(X) to consider and approve the guarantees as provided in Article 44~~5~~;

(XI) to consider the purchase or sales of material assets by the Company within one year that exceeds 30% of total assets of the Company in its latest audited consolidated statement;

(XI) to consider the purchase or sales of material assets by the Company within one year that exceeds 30% of total assets of the Company in its latest audited consolidated statement;

(XII) to consider and approve the change of use of proceeds;

(XII) to consider and approve the change of use of proceeds;

(XIII) to consider share incentive schemes and employee stock ownership plan;

(XIII) to consider share incentive schemes and employee stock ownership plan;

(XIV) to consider other matters prescribed by laws, regulations and prescriptive documents as well as rules of the stock exchange of the place where the Company's shares are listed or these Articles of Association that shall be decided by the shareholders' meeting.

(XIV) to consider other matters prescribed by laws, regulations and prescriptive documents as well as rules of the stock exchange of the place where the Company's shares are listed or these Articles of Association that shall be decided by the shareholders' meeting.

The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

The shareholders' meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

Before the Amendment

Without violating the mandatory requirements of relevant laws, regulations, prescriptive documents of the PRC, as well as those of the laws, regulations and listing rules of the place of listing, the shareholders' meeting may authorize or entrust the board of directors to handle the matters authorized or entrusted by it, including but not limited to, subject to applicable laws, regulations and listing rules, to grant the board of directors a general mandate to issue, allot and deal with additional shares within three years, the number of which shall not exceed fifty percent (50%) (or other proportions stipulated by applicable laws, regulations and the listing rules of the place where the Company's shares are listed) of the total issued share capital of the Company on the date when the resolution is passed. The content of the authorization shall be clear and specific. As regards the authorization to the board of directors by the shareholders' meeting, if matters authorized are those that shall be adopted by the shareholders' meeting by means of ordinary resolution as specified in these Articles of Association, they shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including proxies) present at the meeting; if matters authorized are those that shall be adopted by the shareholders' meeting by means of special resolution as specified in these Articles of Association, they shall be adopted by two thirds (2/3) or more of the voting rights held by the shareholders (including proxies) present at the meeting.

The above-mentioned functions and powers of the shareholders' meeting shall not be exercised by the board of directors or other organisations and individuals on its behalf by way of delegation.

After the Amendment

Without violating the mandatory requirements of relevant laws, regulations, prescriptive documents of the PRC, as well as those of the laws, regulations and listing rules of the place of listing, the shareholders' meeting may authorize or entrust the board of directors to handle the matters authorized or entrusted by it; ~~including but not limited to, subject to applicable laws, regulations and listing rules, to grant the board of directors a general mandate to issue, allot and deal with additional shares within three years, the number of which shall not exceed fifty percent (50%) (or other proportions stipulated by applicable laws, regulations and the listing rules of the place where the Company's shares are listed) of the total issued share capital of the Company on the date when the resolution is passed.~~ The content of the authorization shall be clear and specific. As regards the authorization to the board of directors by the shareholders' meeting, if matters authorized are those that shall be adopted by the shareholders' meeting by means of ordinary resolution as specified in these Articles of Association, they shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including proxies) present at the meeting; if matters authorized are those that shall be adopted by the shareholders' meeting by means of special resolution as specified in these Articles of Association, they shall be adopted by two thirds (2/3) or more of the voting rights held by the shareholders (including proxies) present at the meeting.

Unless otherwise provided by laws, regulations and prescriptive documents, and the listing rules of the stock exchange of the place where the Company's shares are listed, The above-mentioned functions and powers of the shareholders' meeting shall not be exercised by the board of directors or other organisations and individuals on its behalf by way of delegation.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 44 The following external guarantees of the Company shall be subject to the approval of the shareholders' meeting:

- (I) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds 50% of the latest period of audited net assets;
- (II) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds 30% of the latest period of audited total assets;
- (III) any guarantee that will result in the aggregate amount of external guarantees provided by the Company within one year exceeding 30% of the latest period of audited total assets of the Company;
- (IV) guarantees provided to subjects with a debt-to-asset ratio over 70%;
- (V) guarantees where the amount of an individual guarantee exceeds 10% of the latest period of audited net assets;
- (VI) guarantees provided to shareholders, de facto controllers and their connected parties;
- (VII) other external guarantees that shall be submitted to the shareholders' meeting for consideration as required by laws, regulations and prescriptive documents, and the listing rules of the stock exchange of the place where the Company's shares are listed.

After the Amendment

Article ~~44~~45 The following external guarantees of the Company shall be subject to the approval of the shareholders' meeting:

- (I) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds 50% of the latest period of audited net assets;
- (II) any guarantee provided by the Company and the Company's controlled subsidiaries after the total amount of external guarantees exceeds 30% of the latest period of audited total assets;
- (III) any guarantee that will result in the aggregate amount of external guarantees provided by the Company within one year exceeding 30% of the latest period of audited total assets of the Company;
- (IV) guarantees provided to subjects with a debt-to-asset ratio over 70%;
- (V) guarantees where the amount of an individual guarantee exceeds 10% of the latest period of audited net assets;
- (VI) guarantees provided to shareholders, de facto controllers and their connected parties;
- (VII) other external guarantees that shall be submitted to the shareholders' meeting for consideration as required by laws, regulations and prescriptive documents, and the listing rules of the stock exchange of the place where the Company's shares are listed.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

The external guarantee matters to be considered by the shareholders' meeting must be reviewed and approved by the board of directors before they can be submitted to the shareholders' meeting for consideration.

Where the Company provides a guarantee for any shareholder or de facto controller of the Company, it shall be subject to a resolution of the shareholders' meeting.

The shareholder as mentioned in the preceding paragraph or the shareholder controlled by the de facto controller as set forth in the preceding paragraph shall not participate in voting on any matter as prescribed in the preceding paragraph. Such matter shall be adopted by more than half of the voting rights held by other shareholders present at the meeting.

After the Amendment

The external guarantee matters to be considered by the shareholders' meeting must be reviewed and approved by the board of directors before they can be submitted to the shareholders' meeting for consideration.

~~Where the Company provides a guarantee for any shareholder or de facto controller of the Company, it shall be subject to a resolution of~~ When the shareholders' meeting deliberates the guarantee matters in item (III) of paragraph 1 of this Article, it shall be approved by more than two-thirds of the voting rights held by the shareholders' present at the meeting.

~~When the shareholder as mentioned in the preceding paragraph or the shareholder controlled by shareholders' meeting deliberates the guarantee matters in item (VI) of paragraph 1 of this Article, the shareholder or the shareholder under the control of the de facto controller as set forth~~ When the shareholder as mentioned in the preceding paragraph or the shareholder controlled by shareholders' meeting deliberates the guarantee matters in item (VI) of paragraph 1 of this Article, the shareholder or the shareholder under the control of the de facto controller as set forth ~~shall not participate in the voting on any matter as prescribed in the preceding paragraph of the matter. Such matter shall be adopted by more than half of the voting rights held by other shareholders present at the meeting.~~

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 47 The shareholders' meeting may formulate rules of procedure of the shareholders' meeting to clarify the manner of proceedings and voting procedures of the shareholders' meeting, so as to ensure the efficiency and scientific decision-making of the shareholders' meeting. The rules of procedure of the shareholders' meeting shall set out the procedures for convening and voting in the shareholders' meeting. The rules of procedure of the shareholders' meeting shall be included in these Articles of Association or annexed hereto, drafted by the board of directors and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of the shareholders' meeting and these Articles of Association, these Articles of Association shall prevail.

After the Amendment

Article 478 The shareholders' meeting may formulate rules of procedure of the shareholders' meeting to clarify the manner of proceedings and voting procedures of the shareholders' meeting, so as to ensure the efficiency and scientific decision-making of the shareholders' meeting. The rules of procedure of the shareholders' meeting shall set out the procedures for convening and voting in the shareholders' meeting. The rules of procedure of the shareholders' meeting shall be included in these Articles of Association or annexed hereto, drafted by the board of directors and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of the shareholders' meeting and these Articles of Association, these Articles of Association shall prevail.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 57 When the Company convenes a shareholders' meeting, the board of directors, the supervisory committee and shareholders who individually or collectively hold 1% or more of the Company's shares shall be entitled to submit proposals to the Company.

Shareholders who individually or collectively hold 1% or more of the Company's shares may make a provisional proposal and submit it in writing to the convener ten days before the date of the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days of receipt of the proposal, announcing the content of the provisional proposal, unless the provisional proposal is in violation of any law, administrative regulation or these Articles of Association or fails to fall into the scope of functions of the shareholders' meeting.

Except as provided for in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the shareholders' meeting or add new proposals after the notice of the shareholders' meeting has been issued.

Proposals not specified in the notice of shareholders' meeting or not in compliance with the provisions of Article 56 of these Articles of Association shall not be voted on and resolved by the shareholders' meeting.

After the Amendment

Article 578 When the Company convenes a shareholders' meeting, the board of directors, the supervisory committee and shareholders who individually or collectively hold 1% or more of the Company's shares shall be entitled to submit proposals to the Company.

Shareholders who individually or collectively hold 1% or more of the Company's shares may make a provisional proposal and submit it in writing to the convener ten working days before the date of the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days of receipt of the proposal, announcing the content of the provisional proposal, and the provisional proposal shall be submitted to the shareholders' meeting for deliberation, unless the provisional proposal is in violation of any law, administrative regulation or these Articles of Association or fails to fall into the scope of functions of the shareholders' meeting.

Except as provided for in the preceding paragraph, the convener shall not amend the proposals already specified in the notice of the shareholders' meeting or add new proposals after the notice of the shareholders' meeting has been issued.

Proposals not specified in the notice of shareholders' meeting or not in compliance with the provisions of Article 567 of these Articles of Association shall not be voted on and resolved by the shareholders' meeting.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 58 The convener shall notify shareholders at least twenty-one (21) days before the annual shareholders' meeting and at least fourteen (14) days before the extraordinary shareholders' meeting.

When calculating the starting period, the Company shall not include the date on which the meeting is to be convened.

Article 81 The following matters shall be adopted by a special resolution of the shareholders' meeting:

- (I) increase or reduction in the registered capital of the Company and issuance of shares of any class, warrants and other similar securities;
- (II) issuance of corporate bonds;
- (III) the division, merger, dissolution and liquidation of the Company;
- (IV) amendments to these Articles of Association;
- (V) the purchase or sales of material assets of the Company exceeding 30% of the Company's latest audited total assets within one year;
- (VI) share incentive schemes;
- (VII) the repurchase of the Company's shares in accordance with the requirements of these Articles of Association;
- (VIII) other matters prescribed by laws, regulations and prescriptive documents, the listing rules of the place where the Company's shares are listed or these Articles of Association, and those matters determined by a shareholders' meeting via ordinary resolution as having a material impact on the Company and are required to be adopted by a special resolution.

After the Amendment

Article 58~~9~~ The convener shall notify shareholders at least twenty-one (21) days before the annual shareholders' meeting and at least ~~fourteen~~fifteen (~~14~~15) days before the extraordinary shareholders' meeting.

When calculating the starting period, the Company shall not include the date on which the meeting is to be convened.

Article 81~~2~~ The following matters shall be adopted by a special resolution of the shareholders' meeting:

- (I) increase or reduction in the registered capital of the Company and issuance of shares of any class, warrants and other similar securities;
- (II) issuance of corporate bonds;
- (III) the division, merger, dissolution and liquidation of the Company;
- (IV) amendments to these Articles of Association;
- (V) the purchase or sales of material assets of the Company exceeding 30% of the Company's latest audited total assets within one year;
- (VI) share incentive schemes;
- (VII) the repurchase of the Company's shares in accordance with the requirements of these Articles of Association;
- (VIII) other matters prescribed by laws, regulations and prescriptive documents, the listing rules of the place where the Company's shares are listed or these Articles of Association, and those matters determined by a shareholders' meeting via ordinary resolution as having a material impact on the Company and are required to be adopted by a special resolution.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 83 When matters in relation to connected transactions are considered at a shareholders' meeting, shareholders with connected relationship shall not participate in the voting and the number of shares with voting rights represented by them shall not be counted towards the total number of valid votes; the resolutions of the shareholders' meetings shall adequately disclose the votes of non-connected shareholders.

Before the proposal in relation to connected transactions are considered at the shareholders' meeting, the presiding officer of the meeting shall remind the connected shareholders that they do not have the right to vote on such proposal, and shall announce the number of shareholders and proxies other than connected shareholders attending the meeting on site as well as the total number of shares with the voting rights held.

If a connected shareholder participates in voting in violation of the provisions of this article, the proportion of such shareholder's votes as regards the relevant connected transaction matters shall become invalid.

In order to be valid, the resolutions made at a shareholders' meeting on connected transaction matters shall be passed by more than half of the votes cast by the non-connected shareholders attending the shareholders' meeting. However, when the connected transaction matter involves matters as stipulated in article 81 of these Articles of Association, the resolution of the shareholders' meeting shall be valid only if it is passed by two-thirds (2/3) or more of the voting rights held by the non-connected shareholders present at the shareholders' meeting.

After the Amendment

Article 83~~4~~ When matters in relation to connected transactions are considered at a shareholders' meeting, shareholders with connected relationship shall not participate in the voting and the number of shares with voting rights represented by them shall not be counted towards the total number of valid votes; the resolutions of the shareholders' meetings shall adequately disclose the votes of non-connected shareholders.

Before the proposal in relation to connected transactions are considered at the shareholders' meeting, the presiding officer of the meeting shall remind the connected shareholders that they do not have the right to vote on such proposal, and shall announce the number of shareholders and proxies other than connected shareholders attending the meeting on site as well as the total number of shares with the voting rights held.

If a connected shareholder participates in voting in violation of the provisions of this article, the proportion of such shareholder's votes as regards the relevant connected transaction matters shall become invalid.

In order to be valid, the resolutions made at a shareholders' meeting on connected transaction matters shall be passed by more than half of the votes cast by the non-connected shareholders attending the shareholders' meeting. However, when the connected transaction matter involves matters as stipulated in article 81~~2~~ of these Articles of Association, the resolution of the shareholders' meeting shall be valid only if it is passed by two-thirds (2/3) or more of the voting rights held by the non-connected shareholders present at the shareholders' meeting.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 85 The list of candidates for directors, independent non-executive directors and shareholder representative supervisors shall be put forward for voting at the shareholders' meeting by way of a proposal.

When the shareholders' meeting votes on the election of directors, independent non-executive directors and shareholder representative supervisors, a cumulative voting system is to be adopted.

The cumulative voting system referred to in the preceding paragraph means that when directors, independent non-executive directors and shareholder representative supervisors are elected at a shareholders' meeting, each share shall have the same number of votes as the number of directors, independent non-executive directors and shareholder representative supervisors to be elected, and shareholders' voting rights may be used on a concentrated basis. The board of directors shall announce to the shareholders the curriculum vitae and basic information of the candidates of directors, independent non-executive directors and shareholder representative supervisors.

After the Amendment

Article 856 The list of candidates for directors, independent non-executive directors and shareholder representative supervisors shall be put forward for voting at the shareholders' meeting by way of a proposal.

When the shareholders' meeting votes on the election of directors, independent non-executive directors and shareholder representative supervisors, a cumulative voting system is to be adopted.

The cumulative voting system referred to in the preceding paragraph means that when directors, independent non-executive directors and shareholder representative supervisors are elected at a shareholders' meeting, each share shall have the same number of votes as the number of directors, independent non-executive directors and shareholder representative supervisors to be elected, and shareholders' voting rights may be used on a concentrated basis. The board of directors shall announce to the shareholders the curriculum vitae and basic information of the candidates of directors, independent non-executive directors and shareholder representative supervisors.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

(I) Nomination of candidates for directors, independent non-executive directors and shareholder representative supervisors

1. Director candidates (except candidates for independent non-executive directors) shall be nominated by the board of directors or shareholders who individually or jointly hold 1% or more of the Company's total voting shares. The number of candidates nominated shall not exceed the number of directors proposed to be elected or replaced.
2. Candidates for independent non-executive directors shall be nominated by the board of directors, supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's total issued shares. The number of candidates nominated shall not exceed the number of independent non-executive directors proposed to be elected or replaced.
3. Candidates for shareholder representative supervisors shall be nominated by the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's total voting shares. The number of candidates nominated shall not exceed the number of supervisors proposed to be elected or replaced.

After the Amendment

(I) Nomination of candidates for directors, independent non-executive directors and shareholder representative supervisors

1. Director candidates (except candidates for independent non-executive directors) shall be nominated by the board of directors or shareholders who individually or jointly hold 1% or more of the Company's total voting shares. The number of candidates nominated shall not exceed the number of directors proposed to be elected or replaced.
2. Candidates for independent non-executive directors shall be nominated by the board of directors, supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's total issued shares. The number of candidates nominated shall not exceed the number of independent non-executive directors proposed to be elected or replaced.
3. Candidates for shareholder representative supervisors shall be nominated by the supervisory committee or shareholders who individually or jointly hold 1% or more of the Company's total voting shares. The number of candidates nominated shall not exceed the number of supervisors proposed to be elected or replaced.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

If shareholders nominate candidates for directors, independent non-executive directors or shareholder representative supervisors, they shall submit in writing to the convener of the shareholders' meeting 10 days prior to the date of the shareholders' meeting, the curriculum vitae of the nominated candidates for directors, independent non-executive directors or shareholder representative supervisors, and the proposal shall include a list of candidates for directors, independent non-executive directors or shareholder representative supervisors, the curriculum vitae and the basic information of each of the candidates.

(II) The following principles shall be followed for the implementation of the cumulative voting system at a shareholders' meeting:

1. The number of candidates for directors, independent non-executive directors or supervisors may be more than the number of candidates to be elected at the shareholders' meeting, provided that the number of candidates voted for by each shareholder shall not exceed the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, and that the total number of votes allotted shall not exceed the number of votes possessed by the shareholders, otherwise such votes shall be null and void;

After the Amendment

If shareholders nominate candidates for directors, independent non-executive directors or shareholder representative supervisors, they shall submit in writing to the convener of the shareholders' meeting 10 working days prior to the date of the shareholders' meeting, the curriculum vitae of the nominated candidates for directors, independent non-executive directors or shareholder representative supervisors, and the proposal shall include a list of candidates for directors, independent non-executive directors or shareholder representative supervisors, the curriculum vitae and the basic information of each of the candidates.

(II) The following principles shall be followed for the implementation of the cumulative voting system at a shareholders' meeting:

1. The number of candidates for directors, independent non-executive directors or supervisors may be more than the number of candidates to be elected at the shareholders' meeting, provided that the number of candidates voted for by each shareholder shall not exceed the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, and that the total number of votes allotted shall not exceed the number of votes possessed by the shareholders, otherwise such votes shall be null and void;

Before the Amendment

2. Independent non-executive directors and non-independent non-executive directors shall be voted separately. When electing independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of independent non-executive directors proposed to be elected, and such votes can only be cast to independent non-executive director candidates of the Company; for the election of non-independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of non-independent non-executive directors proposed to be elected, and such votes can only be cast to non-independent non-executive director candidates of the Company;

After the Amendment

2. Independent non-executive directors and non-independent non-executive directors shall be voted separately. When electing independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of independent non-executive directors proposed to be elected, and such votes can only be cast to independent non-executive director candidates of the Company; for the election of non-independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of non-independent non-executive directors proposed to be elected, and such votes can only be cast to non-independent non-executive director candidates of the Company;

Before the Amendment

3. As regards candidates for directors, independent non-executive directors or supervisors, the final elected candidates shall be determined in accordance with the order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed half of the total number of shares held by the shareholders (including proxies) present at the shareholders' meeting. If the number of elected directors, independent non-executive directors or supervisors is insufficient for the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, all candidates for directors, independent non-executive directors or supervisors with insufficient votes shall be voted again for the vacancies. If the elected candidates are still insufficient, the vacancies shall be elected by the next shareholders' meeting of the Company. If two or more candidates for directors, independent non-executive directors or supervisors receive the same number of votes, but only some of them can be elected due to the limitation on the number of vacancies proposed to be elected, such candidates for directors, independent non-executive directors or supervisors who receive the same number of votes shall be reelected by way of a separate poll.

After the Amendment

3. As regards candidates for directors, independent non-executive directors or supervisors, the final elected candidates shall be determined in accordance with the order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed half of the total number of shares held by the shareholders (including proxies) present at the shareholders' meeting. If the number of elected directors, independent non-executive directors or supervisors is insufficient for the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, all candidates for directors, independent non-executive directors or supervisors with insufficient votes shall be voted again for the vacancies. If the elected candidates are still insufficient, the vacancies shall be elected by the next shareholders' meeting of the Company. If two or more candidates for directors, independent non-executive directors or supervisors receive the same number of votes, but only some of them can be elected due to the limitation on the number of vacancies proposed to be elected, such candidates for directors, independent non-executive directors or supervisors who receive the same number of votes shall be reelected by way of a separate poll.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 102 Directors shall comply with laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, and shall owe the following duties of loyalty to the Company and take measures to avoid the conflict between their own interests and those of the Company and shall not seek any improper interests by taking advantage of their powers:

- (I) not to use their authority to accept bribes or other illegal income and not to embezzle the property of the Company;
- (II) not to misappropriate funds of the Company;
- (III) not to open accounts in which the assets or funds of the Company are deposited in his or her personal name or in the name of other individuals;
- (IV) not to lend the Company's funds to others or provide security for others with the Company's property without the consent of the shareholders' meeting or the board of directors in contravention of the provisions of these Articles of Association;

After the Amendment

Article 102~~3~~ Directors shall comply with laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, and shall owe the following duties of loyalty to the Company and take measures to avoid the conflict between their own interests and those of the Company and shall not seek any improper interests by taking advantage of their powers:

- (I) ~~not to use their authority to accept bribes or other illegal income and not to embezzle the property of the Company and not to misappropriate funds of the Company;~~
not to use their authority to accept bribes or other illegal income and not to embezzle the property of the Company and not to misappropriate funds of the Company;
- (~~II~~) ~~not to misappropriate funds of the Company;~~
- (~~III~~) not to open accounts in which the assets or funds of the Company are deposited in his or her personal name or in the name of other individuals;
- (~~IV~~) ~~not to lend the Company's funds to others use their authority to bribe or provide security for others with the Company's property without the consent of the shareholders' meeting or the board of directors in contravention of the provisions of these Articles of Association accept other illegal income;~~
not to lend the Company's funds to others use their authority to bribe or provide security for others with the Company's property without the consent of the shareholders' meeting or the board of directors in contravention of the provisions of these Articles of Association accept other illegal income;

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

(V) not to enter into contracts or transactions with the Company in contravention of the provisions of these Articles of Association without the consent of the board of directors or shareholders' meeting. Where any director directly or indirectly enters into a contract or conducts a transaction with the Company, he/she shall report the matters relating to the conclusion of the contract or transactions to the board of directors or shareholders' meeting, which shall be subject to the resolution of the board of directors or shareholders' meeting according to these Articles of Association;

(VI) not to utilise inside information or the convenience of his office to secure for himself or others business opportunities that should have belonged to the Company, except under any of the following circumstances: (1) where he/she has reported to the board of directors or the shareholders' meeting and approval by a resolution of the board of directors or the shareholders' meeting according to these Articles of Association has been obtained; (2) where the Company cannot make use of the business opportunity as stipulated by laws, administrative regulations or these Articles of Association;

After the Amendment

~~(VIV) not to enter into contracts or transactions with the Company in contravention of the provisions of these Articles of Association without the consent of the board of directors or shareholders' meeting. Where any director directly or indirectly enters into a contract or conducts a transaction with the Company, he/she shall not to directly or indirectly enter into contracts or engage in transactions with the Company without report reporting the matters relating to the conclusion of the contract or transactions to the board of directors or the shareholders' meeting, which shall be subject to and approved by the resolution of the board of directors or the shareholders' meeting in accordance to these with the provisions of the Articles of Association;~~

~~(VIIV) not to utilise inside information or the convenience of his office to secure for himself or others business opportunities that should have belonged to the Company, except under any of the following circumstances: (1) where he/she has reported to the board of directors or the shareholders' meeting and approval by a resolution of the board of directors or the shareholders' meeting according to these Articles of Association has been obtained; (2) where the Company cannot make use of the business opportunity as stipulated by laws, administrative regulations or these Articles of Association;~~

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

- (VII) without reporting to the board of directors or the shareholders' meeting and obtaining an approval by resolution of the board of directors or the shareholders' meeting according to these Articles of Association, he/she shall not engage in any business that is similar to that of the Company for himself/herself or for any other person;
- (VIII) not to accept commissions in connection with the Company's transactions for his/her own benefit;
- (IX) no unauthorized disclosure of secrets of the Company;
- (X) not to use their connected relationship to the detriment of interests of the Company;
- (XI) other duties of loyalty provided by laws, regulations and prescriptive documents and the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association.

Any directors' income in contravention of the provisions of this Article shall belong to the Company; for any damages incurred to the Company, such director shall be liable for compensation.

Where any of the close relatives of the directors, or any of the enterprises directly or indirectly controlled by the directors or any of their close relatives, or any of the connected parties who has any other connected relationship with the directors, enters into a contract or conducts a transaction with the Company, item (V) of the preceding article shall apply.

After the Amendment

- ~~(VII)~~ without reporting to the board of directors or the shareholders' meeting and obtaining an approval by resolution of the board of directors or the shareholders' meeting according to these Articles of Association, he/she shall not engage in any business that is similar to that of the Company for himself/herself or for any other person;
- ~~(VIII)~~ not to accept commissions in connection with the Company's transactions for his/her own benefit;
- ~~(IX)~~ no unauthorized disclosure of secrets of the Company;
- ~~(X)~~ not to use their connected relationship to the detriment of interests of the Company;
- ~~(XI)~~ other duties of loyalty provided by laws, regulations and prescriptive documents and the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association.

Any directors' income in contravention of the provisions of this Article shall belong to the Company; for any damages incurred to the Company, such director shall be liable for compensation.

Where any of the close relatives of the directors, or any of the enterprises directly or indirectly controlled by the directors or any of their close relatives, or any of the connected parties who has any other connected relationship with the directors, enters into a contract or conducts a transaction with the Company, item (IV) of the preceding article shall apply.

Before the Amendment

Article 110 The relevant matters such as the qualifications for appointment, nomination and election procedures, resignation and duties and powers of the independent non-executive directors shall be implemented in accordance with the relevant provisions of laws, regulations and prescriptive documents, as well as the listing rules of the stock exchange of the place where the Company's shares are listed.

An independent non-executive director may resign before the expiration of his or her term of office. If, at any time, the independent non-executive directors of the Company do not satisfy the number, qualifications or independence requirements under the Hong Kong Listing Rules, the Company shall immediately notify SEHK, and shall state the relevant particulars and reasons by way of an announcement. The Company shall also appoint a sufficient number of independent non-executive directors to meet the requirements of the Hong Kong Listing Rules within 3 months after it ceases to comply with the relevant requirements.

After the Amendment

Article 110~~1~~ The relevant matters such as the qualifications for appointment, nomination and election procedures, resignation and duties and powers of the independent non-executive directors shall be implemented in accordance with the relevant provisions of laws, regulations and prescriptive documents, as well as the listing rules of the stock exchange of the place where the Company's shares are listed.

An independent non-executive director may resign before the expiration of his or her term of office. If, at any time, the independent non-executive directors of the Company do not satisfy the number, qualifications or independence requirements under the Hong Kong Listing Rules, the Company shall in accordance with the requirements of the Hong Kong Listing Rules ~~immediately notify SEHK, and shall~~ state the relevant particulars and reasons by way of an announcement. The Company shall also appoint a sufficient number of independent non-executive directors to meet the requirements of the Hong Kong Listing Rules within 3 months after it ceases to comply with the relevant requirements.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 115 Where the independent non-executive director resigns or is removed from office during his term of office, the Company shall publish an announcement and disclose the relevant information in accordance with the laws and regulations and listing rules of the place where the Company's shares are listed.

If, at any time, the number of the independent non-executive directors of the Company does not satisfy the number, qualifications or independence requirements under the Hong Kong Listing Rules, the Company shall immediately notify SEHK, and shall state the relevant details and reasons by way of an announcement. The Company shall also appoint a sufficient number of independent non-executive directors to meet the requirements of the Hong Kong Listing Rules within three (3) months after it ceases to comply with the relevant requirements.

After the Amendment

Article 115~~6~~ Where the independent non-executive director resigns or is removed from office during his term of office, the Company shall publish an announcement and disclose the relevant information in accordance with the laws and regulations and listing rules of the place where the Company's shares are listed.

~~If, at any time, the number of the independent non-executive directors of the Company does not satisfy the number, qualifications or independence requirements under the Hong Kong Listing Rules, the Company shall immediately notify SEHK, and shall state the relevant details and reasons by way of an announcement. The Company shall also appoint a sufficient number of independent non-executive directors to meet the requirements of the Hong Kong Listing Rules within three (3) months after it ceases to comply with the relevant requirements.~~

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment**After the Amendment**

Article 120 The board of directors shall exercise the following functions and powers:

Article 120~~1~~ The board of directors shall exercise the following functions and powers:

(I) to summon shareholders' meetings and report its works to the shareholders' meeting;

(I) to summon shareholders' meetings and report its works to the shareholders' meeting;

(II) to implement resolutions of the shareholders' meeting;

(II) to implement resolutions of the shareholders' meeting;

(III) to decide on the Company's business plan and investment project;

(III) to decide on the Company's business plan and investment project;

(IV) to formulate the Company's projects for profit distribution and loss recovery;

(IV) to formulate the Company's projects for profit distribution and loss recovery;

(V) to formulate projects for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing of the Company;

(V) to formulate projects for the increase or reduction of the registered capital of the Company, the issuance of bonds or other securities and the listing of the Company;

(VI) to formulate projects for major acquisitions of the Company, acquisition of the Company's own shares or mergers, division, dissolutions and changes in corporate form of the Company;

(VI) to formulate projects for major acquisitions of the Company, acquisition of the Company's own shares or mergers, division, dissolutions and changes in corporate form of the Company;

(VII) to decide, within the scope of authorization of the shareholders' meeting, on matters such as external investments, acquisition and sale of assets, pledging of assets, external guarantee matters, entrusted wealth management, connected transactions and external donations of the Company;

(VII) to decide, within the scope of authorization of the shareholders' meeting, on matters such as external investments, acquisition and sale of assets, pledging of assets, external guarantee matters, entrusted wealth management, connected transactions and external donations of the Company;

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

After the Amendment

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|---|---|
| (VIII) matters such as investments, acquisitions or disposals of assets, financing, connected transactions (other than transactions between the Company and its subsidiaries) that require decision-making by the board of directors in accordance with the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed; | (VIII) matters such as investments, acquisitions or disposals of assets, financing, connected transactions (other than transactions between the Company and its subsidiaries) that require decision-making by the board of directors in accordance with the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed; |
| (IX) to decide on the establishment of the internal management structure of the Company; | (IX) to decide on the establishment of the internal management structure of the Company; |
| (X) to appoint or, in line with the procedures, dismiss the general manager and the secretary to the board of directors of the Company; to appoint or dismiss senior management personnel such as deputy general manager and the person in charge of financial matters in accordance with the nominations made by the general manager, and to decide on matters in relation to their remuneration, rewards and punishments; | (X) to appoint or, in line with the procedures, dismiss the general manager and the secretary to the board of directors of the Company; to appoint or dismiss senior management personnel such as deputy general manager and the person in charge of financial matters in accordance with the nominations made by the general manager, and to decide on matters in relation to their remuneration, rewards and punishments; |
| (XI) to formulate the basic management system of the Company; | (XI) to formulate the basic management system of the Company; |
| (XII) to formulate the project of amendments to these Articles of Association; | (XII) to formulate the project of amendments to these Articles of Association; |
| (XIII) to manage information disclosure matters of the Company; | (XIII) to manage information disclosure matters of the Company; |
| (XIV) to submit to the shareholders' meeting a request for the engagement or replacement of the accounting firm auditing for the Company; | (XIV) to submit to the shareholders' meeting a request for the engagement or replacement of the accounting firm auditing for the Company; |

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

(XV) to listen to reports on the work of the Company's managers and to inspect the work of the managers;

(XVI) to be in charge of environmental, social and governance (hereinafter referred to as "ESG") works, including identifying ESG risks, formulating and reviewing the Company's ESG strategies and goals (at a frequency not less than twice a year) and internal controls;

(XVII) such other powers as required by laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed or these Articles of Association or granted by the shareholders' meeting.

When the board of directors makes resolutions as regards matters stipulated in the preceding paragraph, except for items (VI), (VII), and (XII) and other matters stipulated in laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association which must be approved by two-thirds (2/3) or more of the directors, the remaining matters may be approved by more than half of the directors.

Matters exceeding the scope of authority delegated by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

After the Amendment

(XV) to listen to reports on the work of the Company's ~~managers~~ general manager and other senior management personnel and to inspect the work of the ~~managers~~ general manager and other senior management personnel;

(XVI) to be in charge of environmental, social and governance (hereinafter referred to as "ESG") works, including identifying ESG risks, formulating and reviewing the Company's ESG strategies and goals (at a frequency not less than twice a year) and internal controls;

(XVII) such other powers as required by laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed or these Articles of Association or granted by the shareholders' meeting.

When the board of directors makes resolutions as regards matters stipulated in the preceding paragraph, except for items (VI), (VII), and (XII) and other matters stipulated in laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association which must be approved by two-thirds (2/3) or more of the directors, the remaining matters may be approved by more than half of the directors.

Matters exceeding the scope of authority delegated by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 122 The board of directors may formulate a set of rules of procedure of the board of directors to ensure that the board of directors would implement the resolutions of the shareholders' meeting, improve working efficiency and ensure scientific decision-making. The rules of procedure of the board of directors shall specify the convening and voting procedures of meetings of board of directors, and shall be included in these Articles of Association or annexed hereto, drafted by the board of directors and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of the board of directors and these Articles of Association, these Articles of Association shall prevail.

Article 127 Meetings of the board of directors shall be convened at least four times per year. Such meetings shall be summoned by the chairperson of the board of directors, and all directors and supervisors shall be notified in writing 14 days prior to the convening of the meeting.

Article 141 The provisions of Article 100 of these Articles of Association concerning the circumstances in which a person shall not serve as a director shall also apply to the senior management personnel.

The provisions of Article 102 of these Articles of Association concerning the duty of loyalty of directors and Article 103(IV) to (VI) concerning the duty of diligence shall also apply to senior management personnel.

After the Amendment

Article 122~~3~~ The board of directors may formulate a set of rules of procedure of the board of directors to ensure that the board of directors would implement the resolutions of the shareholders' meeting, improve working efficiency and ensure scientific decision-making. The rules of procedure of the board of directors shall specify the convening and voting procedures of meetings of board of directors, and shall be included in these Articles of Association or annexed hereto, drafted by the board of directors and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of the board of directors and these Articles of Association, these Articles of Association shall prevail.

Article 127~~8~~ Meetings of the board of directors shall be convened at least four times per year. Such meetings shall be summoned by the chairperson of the board of directors, and all directors and supervisors shall be notified in writing 14 days prior to the convening of the regular meeting.

Article 141~~2~~ The provisions of Article 100~~1~~ of these Articles of Association concerning the circumstances in which a person shall not serve as a director shall also apply to the senior management personnel.

The provisions of Article 102~~3~~ of these Articles of Association concerning the duty of loyalty of directors and Article 103~~4~~(IV) to (VI) concerning the duty of diligence shall also apply to senior management personnel.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 152 The provisions of Article 100 of these Articles of Association concerning the circumstances in which a person shall not serve as a director shall also apply to supervisors.

Directors, the general manager and other senior management personnel shall not concurrently serve as a supervisor.

Article 153 Supervisors shall abide by laws, regulations and prescriptive documents, rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, and shall have a duty of loyalty and diligence to the Company. Article 102 of these Articles of Association as regards the duties of loyalty of directors shall also apply to supervisors.

After the Amendment

Article 152~~3~~ The provisions of Article 100~~1~~ of these Articles of Association concerning the circumstances in which a person shall not serve as a director shall also apply to supervisors.

Directors, the general manager and other senior management personnel shall not concurrently serve as a supervisor.

Article 153~~4~~ Supervisors shall abide by laws, regulations and prescriptive documents, rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, and shall have a duty of loyalty and diligence to the Company. Article 102~~3~~ of these Articles of Association as regards the duties of loyalty of directors shall also apply to supervisors.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 161 The supervisory committee shall exercise the following duties and powers:

- (I) to review and sign written opinions of review on the offering documents of corporate securities and periodic reports of the Company prepared by the board of directors; supervisors shall ensure that the Company discloses information promptly and fairly, and that the information disclosed shall be true, accurate and complete. Where the supervisors are unable to guarantee the authenticity, accuracy, completeness or have objection to the contents of securities issuance documents and periodic reports, they shall express their opinion and state the reasons thereof in the written confirmation, which the Company shall disclose. If the Company does not disclose, the supervisor may directly apply for disclosure;
- (II) to inspect the financial affairs of the Company;
- (III) to supervise the conduct of directors and senior management personnel in performing their duties and to propose the removal of directors and senior management personnel who violate laws, regulations, prescriptive documents, these Articles of Association or resolutions of the shareholders' meeting;
- (IV) to require directors and senior management personnel to rectify their actions when such actions are detrimental to the interests of the Company;

After the Amendment

Article 161~~2~~ The supervisory committee shall exercise the following duties and powers:

- (I) to review and sign written opinions of review on the offering documents of corporate securities and periodic reports of the Company prepared by the board of directors; supervisors shall ensure that the Company discloses information promptly and fairly, and that the information disclosed shall be true, accurate and complete. Where the supervisors are unable to guarantee the authenticity, accuracy, completeness or have objection to the contents of securities issuance documents and periodic reports, they shall express their opinion and state the reasons thereof in the written confirmation, which the Company shall disclose. If the Company does not disclose, the supervisor may directly apply for disclosure;
- (II) to inspect the financial affairs of the Company;
- (III) to supervise the conduct of directors and senior management personnel in performing their duties and to propose the removal of directors and senior management personnel who violate laws, regulations, prescriptive documents, these Articles of Association or resolutions of the shareholders' meeting;
- (IV) to require directors and senior management personnel to rectify their actions when such actions are detrimental to the interests of the Company;

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

After the Amendment

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| (V) to check the financial information such as the financial report, business reports and profit distribution plans proposed to be submitted to the shareholders' meeting by the board of directors, and to engage certified public accountants or practicing auditors in the name of the Company to assist in a second review whenever queries arise; | (V) to check the financial information such as the financial report, business reports and profit distribution plans proposed to be submitted to the shareholders' meeting by the board of directors, and to engage certified public accountants or practicing auditors in the name of the Company to assist in a second review whenever queries arise; |
| (VI) to propose the convening of an extraordinary shareholders' meeting and to summon and preside over shareholders' meetings when the board of directors does not perform its duties to summon and preside over shareholders' meetings as provided for in the Company Law; | (VI) to propose the convening of an extraordinary shareholders' meeting and to summon and preside over shareholders' meetings when the board of directors does not perform its duties to summon and preside over shareholders' meetings as provided for in the Company Law; |
| (VII) to submit proposals to the shareholders' meeting; | (VII) to submit proposals to the shareholders' meeting; |
| (VIII) to institute legal action against directors and senior management personnel in accordance with the provisions of Section 189 of the Company Law; | (VIII) to institute legal action against directors and senior management personnel in accordance with the provisions of Section 189 of the Company Law; |
| (IX) to conduct investigations when abnormalities are discovered in the Company's operation; if necessary, professional bodies such as accounting firms and law firms may be engaged to assist in its work at the Company's expense; | (IX) to conduct investigations when abnormalities are discovered in the Company's operation; if necessary, professional bodies such as accounting firms and law firms may be engaged to assist in its work at the Company's expense; |
| (X) such other duties and powers as stipulated by laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, or as granted by the shareholders' meeting. | (X) such other duties and powers as stipulated by laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association, or as granted by the shareholders' meeting. |

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 162 The supervisory committee shall convene a meeting at least once every six months and shall notify all participants in writing ten days prior to the convening of the meeting.

An extraordinary meeting shall be convened by the supervisory committee within ten days from the date of occurrence of any of the following circumstances:

- (I) when proposed by any supervisor;
- (II) when the shareholders' meeting or the meeting of the board of directors passed a resolution that violates laws, administrative regulations and prescriptive documents, these Articles of Association, resolutions of the shareholders' meeting of the Company and other relevant requirements;
- (III) where the misconduct of director and senior management personnel is likely to cause material damage to the Company or to cause an adverse effect in the marketplace;
- (IV) when the Company, its directors, supervisors and senior management personnel are sued by shareholders.

After the Amendment

Article 162~~3~~ The supervisory committee shall convene a meeting at least once every six months and shall notify all participants in writing ten days prior to the convening of the meeting.

An extraordinary meeting shall be convened by the supervisory committee within ten days from the date of occurrence of any of the following circumstances:

- (I) when proposed by any supervisor;
- (II) when the shareholders' meeting or the meeting of the board of directors passed a resolution that violates laws, administrative regulations and prescriptive documents, these Articles of Association, resolutions of the shareholders' meeting of the Company and other relevant requirements;
- (III) where the misconduct of director and senior management personnel is likely to cause material damage to the Company or to cause an adverse effect in the marketplace;
- (IV) when the Company, its directors, supervisors and senior management personnel are sued by shareholders.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

A supervisor may propose an extraordinary meeting of the supervisory committee. When the supervisory committee convenes an extraordinary meeting, all participants shall be notified in writing five days before the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the supervisory committee as soon as possible, notice of the meeting may be given by telephone or other oral means at any time, but the convener shall give an explanation at the meeting; the time limit for giving notice of an extraordinary meeting as stipulated in the preceding paragraph may be waived with the written consent of all supervisors of the Company.

Meetings of the supervisory committee shall be summoned by the chairperson of the supervisory committee. Voting on resolutions of the supervisory committee shall be made on a one-person-one-vote basis; resolutions of the supervisory committee shall be passed by the vote of more than half of the supervisors.

After the Amendment

A supervisor may propose an extraordinary meeting of the supervisory committee. When the supervisory committee convenes an extraordinary meeting, all participants shall be notified in writing five days before the meeting. If the situation is urgent and it is necessary to convene an extraordinary meeting of the supervisory committee as soon as possible, notice of the meeting may be given by telephone or other oral means at any time, but the convener shall give an explanation at the meeting; the time limit for giving notice of an extraordinary meeting as stipulated in the preceding paragraph may be waived with the written consent of all supervisors of the Company.

Meetings of the supervisory committee shall be summoned by the chairperson of the supervisory committee. Voting on resolutions of the supervisory committee shall be made on a one-person-one-vote basis; resolutions of the supervisory committee shall be passed by the vote of more than half of the supervisors.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 164 The supervisory committee may formulate a set of rules of procedure of the supervisory committee to clarify the manner of proceedings and voting procedures of the supervisory committee, so as to ensure its efficiency of the works and scientific decision-making. The rules of procedure of the supervisory committee shall set out the procedures for convening of and voting on meetings of the supervisory committee. The rules of procedure of the supervisory committee shall be included in these Articles of Association or annexed hereto, drafted by the supervisory committee and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of supervisory committee and these Articles of Association, these Articles of Association shall prevail.

After the Amendment

Article 164~~5~~ The supervisory committee may formulate a set of rules of procedure of the supervisory committee to clarify the manner of proceedings and voting procedures of the supervisory committee, so as to ensure its efficiency of the works and scientific decision-making. The rules of procedure of the supervisory committee shall set out the procedures for convening of and voting on meetings of the supervisory committee. The rules of procedure of the supervisory committee shall be included in these Articles of Association or annexed hereto, drafted by the supervisory committee and approved by the shareholders' meeting. In the event of any conflict between the rules of procedure of supervisory committee and these Articles of Association, these Articles of Association shall prevail.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 196 The Company uses newspapers, magazines and websites designated by the securities regulatory authority of the State Council for disclosure of information of listed companies as the media for publication of announcements made by the Company to holders of its domestic shares and other information required to be disclosed. Where an announcement should be made to holders of H Shares in accordance with these Articles of Association or the Hong Kong Listing Rules, such announcement should at the same time be published in accordance with the methods prescribed by SEHK.

Information disclosed by the Company in other public media shall not precede the disclosure on designated newspapers, magazines and websites, and the Company's announcements shall not be replaced by other forms such as press release or answer to press questions.

The board of directors shall have the right to decide to adjust the identified information disclosure media of the Company, but shall ensure that the designated information disclosure media shall comply with the relevant laws and regulations in mainland China and in Hong Kong, as well as the qualifications and conditions stipulated by the securities regulatory authority of the State Council, the overseas regulatory authorities and the stock exchange of the place where the Company's shares are listed.

After the Amendment

Article 196~~7~~ The Company uses newspapers, magazines and websites designated by the securities regulatory authority of the State Council for disclosure of information of listed companies as the media for publication of announcements made by the Company to holders of its domestic shares and other information required to be disclosed. Where an announcement should be made to holders of H Shares in accordance with these Articles of Association or the Hong Kong Listing Rules, such announcement should at the same time be published in accordance with the methods prescribed by SEHK.

Information disclosed by the Company in other public media shall not precede the disclosure on designated newspapers, magazines and websites, and the Company's announcements shall not be replaced by other forms such as press release or answer to press questions.

The board of directors shall have the right to decide to adjust the identified information disclosure media of the Company, but shall ensure that the designated information disclosure media shall comply with the relevant laws and regulations in mainland China and in Hong Kong, as well as the qualifications and conditions stipulated by the securities regulatory authority of the State Council, the overseas regulatory authorities and the stock exchange of the place where the Company's shares are listed.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

Article 200 Upon adoption in accordance with the procedures stipulated in these Articles of Association, relevant review and approval formalities in accordance with the laws shall be carried out for the merger or division of the Company. Any shareholder objecting to the merger or division projects of the Company may require the Company or the shareholders who are in favour of such merger or division projects to acquire his or her shares at a fair price. The contents of the resolution for merger or division of the Company shall be made available for inspection by the shareholders as a dedicated document.

Article 207 The Company could be dissolved for the following reasons:

- (I) the term of business provided for in these Articles of Association has expired or any other cause of dissolution provided for in these Articles of Association has occurred;
- (II) dissolution has been resolved by the shareholders' meeting;
- (III) the Company needs to be dissolved due to merger or division;
- (IV) the Company is declared bankrupt in accordance with the law due to its failure to settle its debts as they fall due;

After the Amendment

Article 200~~1~~ Upon adoption in accordance with the procedures stipulated in these Articles of Association, relevant review and approval formalities in accordance with the laws shall be carried out for the merger or division of the Company. Any shareholder objecting to the merger or division projects of the Company may require the Company or the shareholders who are in favour of such merger or division projects to acquire his or her shares at a fair price. The contents of the resolution for merger or division of the Company shall be made available for inspection by the shareholders as a dedicated document.

Article 207~~8~~ The Company could be dissolved for the following reasons:

- (I) the term of business provided for in these Articles of Association has expired or any other cause of dissolution provided for in these Articles of Association has occurred;
- (II) dissolution has been resolved by the shareholders' meeting;
- (III) the Company needs to be dissolved due to merger or division;
- (IV) the Company is declared bankrupt in accordance with the law due to its failure to settle its debts as they fall due;

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

- (V) having its business licence revoked, ordered to be shut down or be deregistered in accordance with the law;

- (VI) where the Company has serious difficulties in its operation and management and its continuation will cause significant losses to the interests of the shareholders, and the problem cannot be solved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request a People's Court to dissolve the Company.

Article 209 Where the Company is dissolved pursuant to items (I), (II), (V) and (VI) of Article 207 of these Articles of Association, a liquidation committee shall be established within fifteen days from the date upon which the cause of dissolution arises, so as to initiate the liquidation process. The liquidation committee shall be composed of directors or persons determined by the shareholders' meeting. If the liquidation committee is not established to commence liquidation after the deadline, any interested party may apply to a People's Court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

If the Company is dissolved pursuant to item (III) of Article 207 of these Articles of Association, the liquidation works shall be dealt with by the parties to the merger or division in accordance with the contract entered into at the time of the merger or division.

After the Amendment

- (V) having its business licence revoked, ordered to be shut down or be deregistered in accordance with the law;

- (VI) ~~where the Company has serious difficulties in its operation and management and its continuation will cause significant losses to the interests of the shareholders, and the problem cannot be solved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request a People's Court to dissolve the Company~~ the Company is dissolved by People's Court in accordance with the provisions of Article 231 of the Company Law.

Article 209~~10~~ Where the Company is dissolved pursuant to items (I), (II), (V) and (VI) of Article 207~~8~~ of these Articles of Association, a liquidation committee shall be established within fifteen days from the date upon which the cause of dissolution arises, so as to initiate the liquidation process. The liquidation committee shall be composed of directors or persons determined by the shareholders' meeting. If the liquidation committee is not established to commence liquidation after the deadline, any interested party may apply to a People's Court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

If the Company is dissolved pursuant to item (III) of Article 207~~8~~ of these Articles of Association, the liquidation works shall be dealt with by the parties to the merger or division in accordance with the contract entered into at the time of the merger or division.

APPENDIX I DETAILS OF THE PROPOSED AOA AMENDMENTS II

Before the Amendment

If the Company is dissolved pursuant to item (IV) of Article 207 of these Articles of Association, a liquidation committee comprising shareholders, relevant authorities and relevant professionals shall be established by a People's Court in accordance with relevant laws to carry out the liquidation.

If the Company is dissolved pursuant to item (V) of Article 207 of these Articles of Association, a liquidation committee comprising shareholders, relevant authorities and relevant professionals shall be established by the relevant competent authority in accordance with relevant laws to carry out the liquidation.

If the liquidation committee is not established to carry out the liquidation after the deadline, the creditors may apply to a People's Court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

Article 218 The Company may amend its Articles of Association in accordance with the requirements of laws, regulations and these Articles of Association.

Article 229 These Articles of Association shall come into force and be implemented on the date when they are approved by a shareholders' meeting of the Company and the H Shares issued by the Company are listed and traded on SEHK. The former articles of association of the Company shall automatically become invalid as from the date of these Articles of Association coming into effect.

Subject to the amendments to the AoA as set out above, the numbering of remaining articles will be adjusted accordingly.

After the Amendment

If the Company is dissolved pursuant to item (IV) of Article 207~~8~~ of these Articles of Association, a liquidation committee comprising shareholders, relevant authorities and relevant professionals shall be established by a People's Court in accordance with relevant laws to carry out the liquidation.

If the Company is dissolved pursuant to item (V) of Article 207~~8~~ of these Articles of Association, a liquidation committee comprising shareholders, relevant authorities and relevant professionals shall be established by the relevant competent authority in accordance with relevant laws to carry out the liquidation.

If the liquidation committee is not established to carry out the liquidation after the deadline, the creditors may apply to a People's Court to appoint relevant persons to form a liquidation committee to carry out the liquidation.

Article 218~~9~~ The Company may amend its Articles of Association in accordance with the requirements of laws, regulations and these Articles of Association.

Article 229~~30~~ These Articles of Association shall come into force and be implemented on the date when they are approved by a shareholders' meeting of the Company ~~and the H Shares issued by the Company are listed and traded on SEHK.~~ The former articles of association of the Company shall automatically become invalid as from the date of these Articles of Association coming into effect.

The Rules of Procedures for the Board of Directors

Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd.

The Rules of Procedures for the Board of Directors

Article 1 Purpose

Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd. (the “**Company**”) hereby formulated these Rules in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other laws, regulations, prescriptive documents, as well as the Articles of Association of the Company (the “**Articles of Association**”), in order to further regulate the discussion methods and decision-making procedures of the Board of Company, procure directors and the Board to perform their duties effectively, and improve the standardized operation and scientific decision-making level of the Board.

Article 2 Office of the Board

The office of the Board is established by the Board which is responsible for dealing with daily affairs of the Board.

The secretary to the Board shall serve concurrently as the officer in charge of the office of the Board and keep the seals of the Board and the office of the Board.

Article 3 Composition of the Board

The Board, as a standing body of the Company, is responsible for the shareholders’ meeting, implements the resolutions of the shareholders’ meeting, and maintains the interests of the Company and all shareholders. It is also the responsibility of the Board to decide on the development goals and major business activities of the Company.

The directors of the Company include executive directors, non-executive directors and independent non-executive directors, among them, the number of independent non-executive directors shall at least account for one-third or more of the total number of the Board. The executive directors refer to directors who participate in the production, operation and management of the Company; the non-executive directors refer to directors who do not participate in the production, operation and management of the Company and are not independent; the independent non-executive directors refer to directors who do not hold any other positions in the Company other than the director and there does not exist any relationship with the Company and substantial shareholders that will hinder the former from making independent and objective judgements.

Article 4 Functions and Powers of the Board

The Board shall exercise its functions and powers in accordance with law to the extent as provided by the Company Law, regulatory rules of the place where the Company's shares are listed and other relevant laws, regulations and prescriptive documents and the Articles of Association and fairly treat all shareholders. The Board shall act strictly in accordance with the authorization of the shareholders' meeting and the Articles of Association, and shall not make any resolution beyond authority.

Duties and authorities of the Board of the Company shall include:

- (I) to convene shareholders' meeting, make proposals or motions to the shareholders' meeting, propose relevant matters to the shareholders' meeting for adoption and report on its work to the shareholders' meeting;
- (II) to implement the resolutions of the shareholders' meeting;
- (III) to decide on the Company's operational plans and investment proposals;
- (IV) to formulate the Company's profit distribution proposals and loss recovery proposals;
- (V) to formulate proposals for the increase or reduction of the Company's registered capital, the issue of bonds or other securities, and the listing;
- (VI) to prepare plans for major acquisitions, purchase of shares of the Company, merger, separation, dissolution or change of the form of the Company;
- (VII) to decide on matters such as the external investments, acquisition and disposal of assets, mortgage of assets, external guarantees, entrusted financing, connected transactions and external donation of the Company within the scope of the authorization of the shareholders' meeting;
- (VIII) to decide on the matters required to be decided by the Board under the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, such as investment, acquisition or disposal of assets, financing and connected transactions (other than the transactions between the Company and its subsidiaries);
- (IX) to decide on the establishment of internal management organizations of the Company;
- (X) to decide on the appointment or dismissal of the Company's general manager and the secretary to the Board based on the nomination by the chairman of the Board; to decide on the appointment or dismissal of the Company's deputy general manager, financial controller and other senior management based on the nomination by the general manager, and their remuneration, rewards and penalties;

- (XI) to formulate the basic management system of the Company;
- (XII) to formulate the project of amendments to these Articles of Association;
- (XIII) to manage information disclosure matters of the Company;
- (XIV) to submit to the shareholders' meeting a request for the engagement or replacement of the accounting firm auditing for the Company;
- (XV) to listen to reports on the work of the Company's general manager and other senior management personnel and to inspect the work of the general manager and other senior management personnel;
- (XVI) to be in charge of environmental, social and governance (hereinafter referred to as "ESG") works, including identifying ESG risks, formulating and reviewing the Company's ESG strategies and goals (at a frequency not less than twice a year) and internal controls;
- (XVII) other functions and powers authorized by the laws, regulations, prescriptive documents, the listing rules of the stock exchange where the shares of the Company are listed or the Articles of Association.

When the Board makes resolutions as regards matters stipulated in the preceding paragraph, except for items (V), (VI), and (XII) and other matters stipulated in laws, regulations and prescriptive documents, the listing rules of the stock exchange of the place where the Company's shares are listed and these Articles of Association which must be approved by two-thirds (2/3) or more of the directors, the remaining matters may be approved by more than half of the directors.

The functions and powers above shall be exercised collectively by the Board, and shall not be delegated to be exercised by others, nor be modified or deprived by means of the Articles of Association or the resolutions of the shareholders' meeting. Matters beyond the scope of authority conferred by the shareholders' meetings shall be submitted to the shareholders' meeting for consideration and approval.

For other functions and powers of the Board as stipulated in the Articles of Association, major business and matters shall be subject to approval upon collective decision-making, rather than sole decision by one or several delegated directors.

Article 5 Decision-making Authority of the Board

The decision-making authority of the Board regarding the matters such as external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donation of the Company are as follows:

- (I) the decision-making authority for external investments and acquisition and disposal of assets (excluding the trading activities relating to the daily operations such as the purchase of raw materials, fuel and energy and the sale of products and merchandise) and other transaction matters (excluding external guarantees, connected transactions, receiving cash assets as gifts, obtaining debt relief, accepting guarantees and financing):
1. the total assets involved in the transactions reaches 5% or more of the latest audited total assets of the Company, and if the total assets involved in the transactions have both book value and appraised value, the higher of which shall be used for calculation;
 2. the consideration of the transaction (including assumed liabilities and costs) reaches 5% or more of the average market value of the Company in the 5 trading days prior to the transaction date;
 3. the profit derived from the transaction reaches 5% or more of the audited profit before tax of the latest fiscal year of the Company;
 4. the revenue derived from the subject matter of the transaction (such as acquisition of consolidated subsidiaries by equity) in the latest fiscal year reaches 5% or more of the audited revenue of the Company in the latest fiscal year;
 5. the profit before tax derived from the subject matter of the transaction (such as acquisition of consolidated subsidiaries by equity) in the latest fiscal year reaches 5% or more of the audited profit before tax of the Company in the latest fiscal year;
 6. Other significant transactions that are required by laws, administrative regulations, departmental rules, Hong Kong Listing Rules or Articles of Association to be submitted to the Board for consideration.

If the Company's external investments, acquisition and disposal of assets and other transactions do not reach the decision-making authority of the Board, it shall be subject to the approval of the general manager (president) office of the Company.

- (II) the decision-making authority for connected transactions (as defined under the Hong Kong Listing Rules)

According to the provisions of the Hong Kong Listing Rules, the Board determines that such transaction constitutes connected transactions defined under Chapter 14A of the Hong Kong Listing Rules and based on tests implemented, any of the asset ratio, revenue ratio, consideration ratio and equity capital ratio (specific details are based on the Hong Kong Listing Rules) of such connected transaction or the aggregate of other transactions does not comply with the following conditions of exemption:

- (i) lower than 1%, and the related transaction is regarded as a connected transaction only because it involves connected persons of the subsidiary level of the Company;
- (ii) lower than 0.1%; or
- (iii) lower than 5%, and the total consideration of the transaction (in the case of financial assistance, the total value of the relevant financial assistance together with any financial benefits received by the connected person or the jointly held entity) is also less than HK\$3 million.

Where the calculations of the relevant percentage ratios produce an anomalous result or the relevant calculations are not applicable for the Company's business activities, the Company, after consulting The Stock Exchange of Hong Kong Limited, may replace them with other relevant scale indicators in accordance with the Hong Kong Listing Rules.

- (III) any other external guarantee matters other than those that should be reviewed by the shareholders' meeting as stipulated in the Articles of Association shall be reviewed and approved by the Board.

The external guarantee matters considered and approved by the Board shall be subject to the approval of more than two-thirds of directors attending the Board meetings and that of half of all the directors.

- (IV) matters falling within the scope of the Board's decision-making authority as specified in items (I) to (III) of this Article shall be implemented in accordance with relevant provisions if they are required to be submitted to the shareholders' meeting for deliberation and approval in accordance with laws, regulations, prescriptive documents, the Hong Kong Listing Rules and other requirements.

Article 6 Regular Meetings

Board meetings are in the form of regular meetings and extraordinary meetings.

Board meetings shall be held regularly at least four times every year at approximately quarterly intervals, and shall be convened by the chairperson of the Board.

Article 7 Proposals for Regular Meetings

Before serving the notice to convene regular meeting of the Board, the office of the Board shall adequately consult with the Directors, and shall accordingly formulate a preliminary proposal for meeting and submit the same to the chairperson of the Board for consideration.

Before deciding a proposal, the chairperson of the Board may, where necessary, seek the opinions of the general manager and other senior management.

Article 8 Extraordinary Meetings

An extraordinary meeting shall be convened by the Board in any of the following circumstances:

- (I) proposed by shareholders representing more than one-tenth of the voting rights;
- (II) jointly proposed by more than one-third of the Directors;
- (III) proposed by the Board of Supervisors;
- (IV) when the chairperson of the Board deems necessary;
- (V) proposed by more than one-half of the independent non-executive directors;
- (VI) proposed by the general manager;
- (VII) other circumstances as stipulated in the Articles of Association.

The proportion of voting rights under this Article shall be calculated on the basis of the voting rights corresponding to the shares of the Company held by the shareholder on the date of the proposal.

Article 9 Proposal Procedures for Extraordinary Meetings

Where an extraordinary meeting of the Board is proposed as the preceding article stipulates, a written proposal signed (sealed) by the proposer shall be presented to the chairperson of the Board through the office of the Board or directly. The written proposal shall contain the following items:

- (I) name(s) of the proposer(s);
- (II) reason(s) for the proposal or objective matters on which the proposal is based;
- (III) proposed time or timeframe, venue and method of the proposed meeting;
- (IV) clear and specific proposal;
- (V) contact details of the proposer(s), date of the proposal, etc.

The content of the proposal shall be relevant to the matters within the functions and powers of the Board specified in the Articles of Association. The materials relevant to the proposal should be submitted together.

Upon receiving the above written proposal and relevant materials, the office of the Board shall present them to the chairperson of the Board on the same day. If the chairperson of the Board believes the proposal is not clear or not specific, or the related materials are inadequate, the proposer may be requested to make modification or supplementation.

The chairperson of the Board shall convene and preside over the meeting of the Board within ten days after receiving such proposal that complies with the provisions of the Articles of Association and this system.

Article 10 Summoning and Presiding of Meetings

The chairperson of the Board shall summon and preside over the Board meetings; if the chairperson of the Board is unable to perform his/her duties or does not perform his/her duties, more than half of the directors may jointly elect a director to summon and preside over the Board meetings.

Article 11 Notices of Meetings

To hold regular meetings and extraordinary meetings of the Board, the office of the Board shall deliver written notice of the meeting bearing its seal to all the directors, supervisors, managers and secretary to the Board by hand, facsimile, mail, telephone or other means as stipulated by these Articles of Association within fourteen days and five days in advance respectively. If not delivered by person, the delivery shall be confirmed by calls and relevant records shall be made.

If the situation is urgent and it is necessary to convene an extraordinary meeting of the Board as soon as possible, notice of the meeting may be given by telephone or other non-written means at any time, but the convener shall give an explanation at the meeting.

With the unanimous written consent from all directors, the notice period of extraordinary meetings of the Board may be shortened.

Article 12 Contents of the Notice on the Meetings

The written notice of meetings shall include at least the following information:

- (I) date and venue of the meeting;
- (II) convening form and duration of the meeting;
- (III) subject matter and topic thereof;
- (IV) the date on which the notice is dispatched.

The non-written notice shall include at least the contents in items (I) and (III) above, together with a statement that an extraordinary meeting of the Board shall be convened as soon as possible to the urgency of the situation.

Article 13 Alteration of the Notice on the Meetings

Upon the issuance of the written notice of the regular meeting of the Board, if it is necessary to change the time, place and other matters of the meeting, or to add, change or cancel the proposal(s), a written notice of change shall be issued three days before the original scheduled meeting date, explaining the situation and the content and related materials of the new proposal(s). If the notice is issued within three days before the original meeting date, the date of the meeting shall be postponed accordingly or the meeting shall be held on the original date after obtaining the written approval of all the directors present.

Upon the issuance of the notice of the extraordinary meeting of the Board, if it is necessary to change the time, place and other matters of the meeting, or to add, change or cancel the proposal(s), the approval of all the directors present shall be obtained in advance and corresponding records shall be made.

The person to whom notice of a meeting is given shall inform the secretary to the Board as soon as possible whether or not he/she is attending the meeting in accordance with the return receipt requested in the notice of the meeting.

Article 14 Holding of the Meetings

The Board meetings shall be held in the presence of more than half of the directors, unless otherwise provided in these Articles of Association. Where any relevant director refuses or is negligent in attending the meeting resulting in the number of attendants falls short of the minimum number required for convening the meeting, the chairperson of the Board and the secretary to the Board shall promptly report to the regulatory authority.

Supervisors may attend Board meetings; the general manager and secretary to the Board who do not concurrently serve as director shall attend Board meetings. The presiding officer may, where he/she deems necessary, notify other relevant persons to attend Board meetings.

Article 15 Personal Attendance and Attendance by Proxy

In principle, directors shall attend Board meetings in person. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting materials in advance, form definite opinions, and prudently select and entrust other directors in writing to attend on his/her behalf. Independent non-executive directors should entrust other independent non-executive directors to attend on their behalf.

The power of attorney shall contain the name of the proxy, the matters to be represented, the scope of authority and the period of validity, and shall be signed by the principal or have the seal of the principal affixed. The director attending the meeting on other director's behalf shall exercise the rights of a director within the scope of the authorization. Where a director neither attends the Board meeting nor appoints a proxy to attend such meeting, it shall be deemed as a renunciation of his or her voting rights at the respective meeting.

Article 16 Restrictions on Attendance by Proxy

Proxy attendance at Board meetings shall follow the principles below:

- (I) where connected transactions are considered, a director who has a conflict of interest in the relevant transactions shall not accept the appointment of other directors;
- (II) an independent non-executive director shall not appoint a non-independent non-executive director to attend the meeting on his/her behalf, and a non-independent non-executive director shall also not accept the appointment of independent non-executive directors;
- (III) a director shall not give any other director carte blanche to attend the meeting on his/her behalf without providing his/her own opinions and voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;
- (IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint a director who has been appointed by two other directors to attend the meeting on his/her behalf.

Article 17 Form of Convening the Meetings

In principle, Board meetings shall be held on site. Where necessary, on the premise of ensuring that the directors can adequately express their opinions, the meeting may be convened by other means such as video, telephone, facsimile or e-mail voting and signed by the participating directors. Board meetings may also be held onsite and off-site simultaneously.

Where a Board meeting is held offsite, the number of attending directors shall be counted according to the directors shown at the videoconference, the directors expressing their views at the conference call, valid votes such as facsimile or e-mail received within the prescribed period. The attending directors shall send the original copies of their written opinions and voting intentions on the matters under consideration to the Company within a reasonable time limit after the Board meeting is held after signing and confirming.

Article 18 Consideration Procedures of the Meetings

The presiding officer shall ask the attending directors of Board meetings for their definite opinions on each of the proposals.

With respect to the resolutions that shall be approved in advance by the independent non-executive directors according to relevant provisions, the presiding officer shall, before considering relevant resolutions, designate one independent non-executive director to read out the written approval opinions reached by the independent non-executive directors.

The presiding officer shall stop any director from hindering the normal progress of the meeting or disrupting the speech of other directors.

The Board meeting shall not vote on any proposals not included in the notice of the meeting unless with the unanimous consent of the attending directors. A proxy director shall not vote on any proposals not included in the notice of the meeting on behalf of other directors.

Article 19 Expressing Opinions

The directors shall carefully read documents relating to the meeting and shall express well-informed, independent and discreet opinions.

The directors may, before the meeting, inquire about the information required, from the relevant persons or institutions such as the office of the Board, the convener of the meeting, general manager and other members of senior management, each special committees, the accounting firm and the law firm, or may, while the meeting is underway, suggest to the presiding officer that the aforesaid persons or institutions appear at the meeting and make relevant explanations.

Article 20 Voting at the Meetings

After adequate discussion of each proposal, the presiding officer shall submit the resolution to a vote by the attending directors one by one.

Voting for the meeting shall be executed by way of written vote or show of hands on the basis of one vote per person.

A director may vote for, against or abstain from voting on a resolution. Each director shall choose from one of the above intentions. In the event that a director does not choose any intentions or chooses two or more intentions at the same time, the presiding officer shall require the director to reconsider his/her intentions, otherwise he/she shall be deemed as having abstained from voting; any director who has left during the meeting without returning and has not cast his/her votes shall be deemed as having abstained from voting.

Article 21 Calculation of Voting Results

After the attending directors have voted, relevant personnel of the office of the Board shall collect ballots cast by the directors in time, which shall be counted by the secretary to the Board under supervision of a director.

Where the meeting is held onsite, the presiding officer shall announce the statistics onsite; in other circumstances, the presiding officer shall require the secretary to the Board to notify the directors of the voting result before the next business day immediately following the prescribed voting deadline.

The ballots cast by directors after the presiding officer announced the voting result or after the prescribed voting deadline shall not be counted.

Article 22 Formation of Resolutions

Unless otherwise specified by these Rules, adoption of or resolution on any proposal considered by the Board shall be passed if voted for by more than half of all the directors of the Company. Where the laws, administrative regulations, Hong Kong Listing Rules and the Articles of Association have any provisions that require approvals by more directors for the adoption of resolutions by the Board, such provisions shall prevail.

Where the Board makes a resolution for guarantee matters within the scope of its powers under these Articles of Association, it shall also be approved by more than two-thirds of the directors present at the meeting, in addition to the consent of more than half of all directors of the Company.

In case there is any conflict between different resolutions in terms of contents or meaning, the resolution formed at a later time shall prevail.

Article 23 Abstaining from Voting

A director shall abstain from the voting on the relevant proposals in any of the following circumstances:

- (I) where such abstaining is prescribed in the relevant laws, administrative regulations, Hong Kong Listing Rules and prescriptive documents of regulatory authorities;
- (II) where the director is of the view that he/she should abstain;
- (III) other circumstances under which the director shall abstain as a result of his/her being related to the enterprise involved in the proposal of the meeting as prescribed in the Articles of Association.

Under the circumstances where any director abstains from voting, relevant Board meeting can be held if more than half of the non-related directors attend the meeting, and the resolution thus formed shall be passed by more than half of the non-related directors. Where there are less than three non-related attending directors, the relevant proposal shall not be voted on and the relevant matters shall be submitted to the shareholders' meeting for consideration.

Article 24 Non-exceeding the Scope of Authority

The Board shall transact business in strict compliance with its scope of authority as mandated by the shareholders' meeting and laid down in the Articles of Association, and shall not adopt any resolution beyond its authority.

**Article 25 Special Provisions on Distribution of Profits and Capital Reserves
Conversion into Share Capital**

Where the Board meeting needs to make a resolution regarding the distribution of profits and capital reserves conversion into share capital of the Company, but the certified public accountant has not issued the formal audit report yet, it may notify the certified public accountant of the preliminary distribution plan to be submitted to the Board for review, and require the certified public accountant to issue a draft of audit report based thereon (all financial data other than those relating to the distribution of profits shall have been ascertained). The Board shall make a resolution based on the draft audit report. After issuing a formal audit report by the certified public accountant, on the basis of which the Board shall make resolutions on other relevant matters of the regular report.

Article 26 Aborted Proposals

Where a proposal fails to be passed at the Board meetings, any proposal with the same contents shall not be considered again before the period of one month has lapsed in the absence of any significant changes in the relevant conditions and factors.

Article 27 Suspension of Voting

The presider of the meeting shall require the subject matter to be postponed for voting at the meeting if more than half of the directors present at the meeting consider the proposal to be indefinite and unspecific, or where an informed judgement cannot be made due to other reasons including inadequate meeting materials.

The directors who suggest suspending the voting shall put forward specific requirements necessary for the resubmission of the subject proposal.

Article 28 Audio Records of Meeting

Audio records may be made where necessary for the whole process of the Board meetings held on-site, via video or telephone and by other means. Audio records shall be made by the Secretary of the Board or the staff members of the Board Office, and the persons attending and present at the meeting shall be informed before recording.

Article 29 Minutes of Meeting

The Secretary of the Board shall arrange the staff members of the Board Office to prepare the minutes for the Board meetings. The minutes of the meeting shall include:

- (I) date, venue and the name of convener of the meeting;
- (II) the names of the attending directors and the names of the directors (proxies) attending the meeting upon entrustment by other directors;
- (III) the agenda of the meeting;

- (IV) summary of key points made by the directors;
- (V) the voting method for, and voting results of, each matter that was the subject of a resolution (the results of the vote shall state the number of votes for, votes against and abstentions).

The attending directors, the Secretary of the Board and the recorder shall sign the minutes of the meeting.

Article 30 Meeting Summary and Resolution Records

In addition to the minutes of the meeting, the Secretary of the Board may also arrange the staff members of the Board Office to make a summarized record of the meeting regarding the convening of the meeting when necessary, and to make separate records of the resolutions formed at the meeting based on the voting results.

Article 31 Signature of Directors

Directors attending the meeting shall sign and confirm the minutes of the meeting, meeting summary (if any) and resolutions on their behalf and the directors entrusting them to attend the meeting. Any director who disagrees with the minutes of the meeting or the resolutions may indicate his/her disagreement in writing when signing the minutes.

Directors shall be accountable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or these Articles of Association thus causing losses to the Company, the directors participating in such resolution shall be liable to compensate the Company. However, if it is verified that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.

Where any director neither gives confirmation by signature as per the preceding paragraph nor provides his/her different opinions in writing, such director shall be deemed as agreeing with the contents of the minutes and resolutions fully.

Article 32 Implementation of Resolutions

The chairperson of the Board shall urge relevant personnel to implement the resolutions of the Board, inspect the implementation of the resolutions, and report the implementation of the resolutions that have been formed at future Board meetings. The Secretary of the Board shall report to the chairperson of the Board on the implementation of the resolutions of the Board in a timely manner, and truthfully convey the opinions of the chairperson of the Board to relevant directors and the management of the Company.

If the actual implementation is inconsistent with the contents of the resolution of the Board, or significant risks are found during the implementation process, the chairperson of the Board shall promptly convene the Board for deliberation and take effective measures. The chairperson of the Board shall periodically ascertain from the general manager and other senior managers the implementation of the resolutions of the Board.

Article 33 Maintenance of Meeting Archives

The Board meeting archives including meeting notices, meeting materials, attendance lists of the meeting, letter of authorization for appointment of director's proxy, audio record of the meeting, votes, meeting minutes signed by the attending directors for confirmation, meeting summary (if any), records of the resolutions, shall be kept by the Secretary to the Board.

The archives of the Board meetings shall be kept for 10 years or more.

Article 34 Supplementary Provisions

- (I) unless the context otherwise requires, the terms used in these Rules shall have the same meanings as those used in the Articles of Association.
- (II) any matters not covered by these Rules shall be implemented in accordance with the relevant national laws and regulations, relevant provisions of regulatory authorities, the Hong Kong Listing Rules and the Articles of Association. Where these Rules are in conflict with the national laws and regulations, relevant provisions of regulatory authorities, the Hong Kong Listing Rules or the Articles of Association, the latter shall prevail.
- (III) these Rules are formulated by the Board and submitted to the Company's shareholders' meeting for review. Effective on the date of consideration and approval by the shareholders' meeting, when amended, it will take effect from the date of review and approval by the Company's shareholders' meeting.
- (IV) the Board of the Company shall be responsible for the interpretation of these Rules.

The Rules of Procedures for the Shareholders' Meeting

Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd.

The Rules of Procedures for the Shareholders' Meeting

Chapter 1 General Provisions

Article 1 Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd. (the “**Company**”) hereby formulated these Rules in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other laws, regulations, prescriptive documents, as well as the Articles of Association of Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd. (the “**Articles of Association**”), in order to standardize the acts of the Company, safeguard the legitimate rights and interests of shareholders and ensure the exercise of its functions and powers by the shareholders’ meeting based on laws.

Article 2 The Company shall convene the shareholders’ meeting in strict accordance with the laws, regulations, prescriptive documents, the Hong Kong Listing Rules, the Articles of Association and relevant provisions of these Rules to ensure that shareholders are able to exercise their rights in accordance with the laws.

The Board of the Company shall duly perform its duties and organize the shareholders’ meeting in a timely manner. All directors of the Company shall diligently perform their duties, to ensure the normal convening of the shareholders’ meeting and the exercise of their functions and powers in accordance with laws.

Article 3 The shareholders’ meeting shall exercise its functions and powers within the scope prescribed in the Company Law, the Hong Kong Listing Rules, the Articles of Association and these Rules.

Article 4 The shareholders’ meetings shall be categorized into an annual shareholders’ meeting and an extraordinary shareholders’ meeting. The annual shareholders’ meeting shall be held once every year within 6 months since the end of the previous fiscal year.

Article 5 Under any of the following circumstances, the Company shall convene an extraordinary shareholders’ meeting within 2 months from the occurrence thereof:

- (I) when the number of directors is less than the number required by the Company Law or two-thirds of the number provided in the Articles of Association;
- (II) when the losses of the Company that have not been made up amounted to one-third of total amount of its paid-in share capital;
- (III) when requested by shareholders who individually or collectively hold 10% or more of the Company’s shares with valid voting rights;

- (IV) when deemed as necessary by the Board;
- (V) when proposed by the Supervisory Committee;
- (VI) other circumstances provided by laws, regulations, prescriptive documents, the listing rules of the stock exchange where the Company's shares are listed, the Articles of Association or these Rules.

The shareholdings as specified in preceding item (III) shall be calculated as per the shares held by the shareholder on the date when such written request is made by such shareholder or upon closing of the previous one (1) trading date (in case that the date of the written requisition is a non-trading date).

Chapter 2 Functions and Powers of the Shareholders' Meeting

Article 6 The shareholders' meeting is the ultimate authority of power of the Company and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace directors and supervisors who are not employee representatives and to decide on matters in relation to the remuneration thereof;
- (II) to consider and approve the report of the Board;
- (III) to consider and approve the report of the Supervisory Committee;
- (IV) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (V) to resolve on the increase or reduction of the registered capital of the Company;
- (VI) to resolve on the issuance of corporate bonds or the issuance and listing of other securities;
- (VII) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VIII) to amend the Articles of Association;
- (IX) to resolve on the engagement and dismissal of the Company's accounting firm that undertakes the Company's audit;
- (X) to consider and approve the guarantees as provided in Article 7;

- (XI) to consider the purchase or sales of material assets by the Company within one year that exceed 30% of total assets of the Company in its latest audited consolidated statement;
- (XII) to consider and approve the change of use of funds raised;
- (XIII) to consider share incentive schemes and employee stock ownership plans;
- (XIV) to consider other matters required to be resolved by the shareholders' meeting based on laws, regulations, prescriptive documents, the Hong Kong Listing Rules and the Articles of Association or these Rules.

Without prejudice to the relevant laws, regulations and prescriptive documents in the PRC and the mandatory requirements of the laws and regulations and the listing rules where the shares are listed, the shareholders' meeting may authorize or entrust the Board to handle the matters authorized or entrusted by such meeting, including but not limited to, subject to applicable laws, regulations and listing rules, to grant the Board a general mandate to issue, allot and dispose of additional shares within three years, the number of which shall not exceed fifty percent (50%) of the total issued share capital of the Company on the date when the resolution is passed (or other proportions stipulated by applicable laws, regulations and the listing rules of the places where the Company's shares are listed). The content of the authorization shall be clear and specific. As regards the authorization to the Board by the shareholders' meeting, if matters authorized are those that shall be adopted by the shareholders' meeting by means of ordinary resolutions as specified in the Articles of Association, such resolutions shall be adopted by more than half of the voting rights held by the shareholders (including their proxies) presenting at the meeting; if matters authorized are those that shall be adopted by the shareholders' meeting by means of special resolutions as specified in the Articles of Association, such resolutions shall be adopted by two thirds (2/3) or more of the voting rights held by the shareholders (including their proxies) presenting at the meeting.

The above-mentioned functions and powers of the shareholders' meeting shall not be exercised by the Board or other organisations and individuals on its behalf by way of delegation.

Article 7 The following external guarantees of the Company shall be subject to the approval of the shareholders' meeting after being deliberated and approved by the Board:

- (I) any provision of guarantee where the total amount of external guarantees provided by the Company and the Company's controlled subsidiaries exceeds 50% of the latest audited net assets;
- (II) any provision of guarantee where the total amount of external guarantees provided by the Company and the Company's controlled subsidiaries exceeds 30% of the latest audited total assets;

- (III) guarantee provided by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (IV) provision of guarantees provided to subjects with a debt-to-asset ratio over 70%;
- (V) provision of guarantees where the amount of an individual guarantee exceeds 10% of the latest audited net assets;
- (VI) provision of guarantees provided to shareholders, de facto controllers and their connected parties;
- (VII) other external guarantees that shall be submitted to the shareholders' meeting for consideration as required by laws, regulations and prescriptive documents, and the listing rules of the stock exchanges where the Company's shares are listed.

When the shareholders' meeting deliberates the guarantee matters in preceding Item (3), it must be approved by more than two-thirds of the shares with valid voting rights held by the shareholders presenting at the meeting. When the shareholders' meeting considers a proposal regarding the guarantees provided for shareholders, de facto controllers and his/her connected persons, such shareholders or shareholders at the disposal of such de facto controllers shall not participate in such vote, which shall be passed by a majority of the shares with valid voting rights held by other shareholders presenting at the shareholders' meeting.

Chapter 3 Convening of the Shareholders' Meeting

Article 8 The Board shall convene the Shareholders' meeting on time within the time limit specified in Articles 4 and 5 of these Rules.

Article 9 Independent non-executive directors shall have the right to propose to the Board the convening of an extraordinary shareholders' meeting. In response to a proposal by an independent non-executive director to convene an extraordinary shareholders' meeting, the Board shall, in accordance with the requirements of laws, regulations, prescriptive documents, the Hong Kong Listing Rules and the Articles of Association, provide feedback in writing on whether it concurs or disagrees with the convening of an extraordinary shareholders' meeting within 10 days of receipt of such proposal.

Where the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within 5 days after a resolution of the Board is made; where the Board does not agree to convene an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

Where the Hong Kong Listing Rules provides otherwise, such provisions shall prevail.

Article 10 The Supervisory Committee shall have the right to propose to the Board the convening of an extraordinary shareholders' meeting and shall submit the proposal in writing to the Board. The Board shall, in accordance with the requirements of laws, regulations, prescriptive documents and the Articles of Association, provide feedback in writing on whether it concurs with or disagrees with the convening of an extraordinary shareholders' meeting within 10 days of receipt of such proposal.

Where the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within 5 days after a resolution of the Board is made, and any changes to the original proposal in the notice shall be subject to the consent of the Supervisory Committee.

Where the Board does not agree to convene an extraordinary shareholders' meeting or failed to provide feedback in writing within 10 days of receipt of such proposal, it shall be deemed that the Board is unable to perform or does not perform its duty to summon a meeting of the shareholders' meeting, and the Supervisory Committee may summon and preside over the meeting on its own.

Article 11 Shareholders who individually or collectively hold 10% or more of the Company's shares shall have the right to request the Board to convene an extraordinary shareholders' meeting and shall submit the request in writing to the Board, and clarify the topics of the meeting. The Board shall, in accordance with the requirements of laws, regulations, prescriptive documents, the Hong Kong Listing Rules and the Articles of Association, provide feedback in writing on whether it concurs with or disagrees with the convening of an extraordinary shareholders' meeting within 10 days of receipt of the request.

If the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within 5 days after a resolution of the Board is made, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board does not agree to convene an extraordinary shareholders' meeting or fails to provide feedback within 10 days after receipt of the request, shareholders who individually or collectively hold 10% or more of the Company's shares shall be entitled to propose the Supervisory Committee to convene an extraordinary shareholders' meeting, and shall submit their request in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within 5 days of 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 issue the notice of shareholders' meeting within the prescribed period, it shall be deemed that the Supervisory Committee would not summon and preside over the shareholders' meeting, and shareholders who individually or collectively hold 10% or more of the Company's shares for 90 or more consecutive days may summon and preside over the meeting on their own.

The shareholdings as specified in these Article shall be calculated as per the shares held by the shareholder on the date when such written request is made by such shareholder or upon closing of the previous one (1) trading date (in case that the date of the written requisition is a non-trading date).

Article 12 Where the Supervisory Committee or the shareholders have decided to convene a shareholders' meeting on their own, they shall notify the Board in writing prior to the issuance of the notice of the shareholders' meeting, and send the relevant notice of the meeting to shareholders in accordance with the requirements of laws, regulations, prescriptive documents and the Articles of Association.

Where shareholders summon a shareholders' meeting on their own, the shareholding ratio of the summoning shareholder(s) shall not be less than 10% before the resolution of the shareholders' meeting is made.

Article 13 The Board and the secretary to the Board shall cooperate with shareholders' meetings that are summoned by the Supervisory Committee or the shareholders on their own. The Board shall provide the register of members as at the shareholding record date. The register of members obtained by the convener shall not be used for other purposes than convening the shareholders' meeting.

Article 14 For shareholders' meetings summoned by the Supervisory Committee or the shareholders on their own, the expenses necessary for the meeting shall be borne by the Company.

Chapter 4 Proposals and Notices for the Shareholders' Meeting

Article 15 The content of the proposals shall fall within the scope of the functions and powers of the shareholders' meeting, have clear topics and specific matters for resolution, and comply with the relevant requirements of laws, regulations, prescriptive documents, the Hong Kong Listing Rules, the Articles of Association and these Rules. The proposals shall be submitted in writing.

Article 16 When the Company convenes a shareholders' meeting, the Board, the Supervisory Committee and shareholders who individually or collectively hold 1% or more of the Company's shares shall be entitled to submit proposals to the Company.

Shareholders who individually or collectively hold 3% or more of the Company's shares may make an interim proposal and submit it in writing to the convener 10 working days before the date of the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days of receipt of the proposal, announce the name of the shareholder who puts forward the interim proposal, the proportion of shareholding and the content of the new proposal, and submit the interim proposal to the shareholders' meeting for deliberation.

Except as provided for in the preceding paragraphs, the convener shall not amend the proposals already specified in the notice of the shareholders' meeting or add new proposals after the notice of the shareholders' meeting has been issued.

The shareholdings as specified in these Article shall be calculated as per the shares held by the shareholder on the date when such proposal is made by such shareholder or upon closing of the previous one (1) trading date (in case that the date of the written requisition is a non-trading date).

Proposals not specified in the notice of shareholders' meeting or not in compliance with the provisions of Article 15 of these Rules shall not be voted on and resolved by the shareholders' meeting.

Article 17 The convener shall notify all shareholders in the manner prescribed in the Articles of Association at least twenty-one (21) days before the annual shareholders' meeting and at least fifteen (15) days before the extraordinary shareholders' meeting. When calculating the aforementioned period, the Company shall not include the date on which the meeting is to be convened.

Article 18 The notice of a shareholders' meeting shall meet the following criteria:

- (I) it shall be made by way of an announcement;
- (II) it shall specify the time, venue, means and duration of the meeting;
- (III) it shall explain matters and proposals submitted for consideration at the meeting;
- (IV) it shall provide such information and explanations as are necessary for the shareholders to make an advisable decision on the matters to be discussed; this principle includes (but not limited to) where the Company proposes a merger, repurchase of shares, reorganising share capital or restructuring the Company in any other way, the specific terms and contracts (if any) of the proposed transaction shall be provided, and the cause and effect of such transaction shall be carefully explained;
- (V) in case any director, supervisor, general manager and other senior management personnel have a material interest in the matter to be discussed, the nature and extent of such interest shall be disclosed; if the matter to be discussed affects such director, supervisor, general manager and other senior management personnel as shareholders in a way that is different from the impact on other shareholders of the same class, then the difference shall be explained;
- (VI) it shall contain the full text of any special resolutions proposed to be passed at the meeting;
- (VII) it shall contain a clear statement that: all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company;
- (VIII) it shall specify the time and place for lodging proxy forms for the meeting;

- (IX) it shall designate the shareholding record date of the shareholders entitled to attend the shareholders' meeting, and the interval between the shareholding record date and the date of the meeting shall be no more than 7 working days. The shareholding record date shall not be changed once confirmed;
- (X) it shall specify the name and telephone number of standing contact person for meeting affairs;
- (XI) it shall specify the time and procedure for voting online or by other means;
- (XII) other requirements stipulated by laws, regulations, prescriptive documents, the Hong Kong Listing Rules, the Articles of Association.

The notices of shareholders' meeting and any supplementary notices thereof shall contain the information required by the Hong Kong Listing Rules and the Articles of Association and shall sufficiently and completely disclose the particulars of all proposals. Where the matters to be discussed require the opinion of the independent non-executive directors, the opinion of the independent non-executive directors and the reasons therefor will be disclosed at the same time when the notice of shareholders' meeting or supplementary notice is issued.

Article 19 Where the shareholders' meeting is to discuss matters of election of directors and supervisors, full details of the candidates for directors and supervisors shall be disclosed in the notice of the shareholders' meeting, including at least the following particulars:

- (I) personal circumstances such as name, age, position in the Company or its subsidiaries, educational background, work experience and part-time employment;
- (II) term of office and remuneration;
- (III) whether there is a connected relationship with the Company or the Company's controlling shareholders and de facto controllers;
- (IV) disclosure of shareholding in the Company;
- (V) whether they have been penalized by the securities regulatory authorities and other relevant authorities and subject to the disciplinary actions imposed by stock exchanges;
- (VI) information on newly appointed, re-elected or re-designated directors or supervisors as required to be disclosed by the Hong Kong Listing Rules.

Except for the election of directors and supervisors by cumulative voting, each candidate for director or supervisor shall be put forward by a single proposal.

Article 20 Subject to compliance with the relevant requirements of laws, regulations, prescriptive documents and the requirements of the listing rules of the stock exchanges where the Company's shares are listed and the fulfilment of the relevant procedures, the Company also may issue notices of shareholders' meeting by posting it on the Company's website and the website designated by The Stock Exchange of Hong Kong Limited, or in any other manners permitted by the Hong Kong Listing Rules and the Articles of Association.

Article 21 After the notice of the shareholders' meeting is given, the shareholders' meeting shall not be adjourned or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In the event of an adjournment or cancellation, the convener shall explain the reasons at least 2 working days prior to the original date of the meeting. If the shareholders' meeting is adjourned, the Company shall state the date of the adjourned meeting in the notice.

Chapter 5 Convening of Shareholders' Meetings

Article 22 The Company shall convene its shareholders' meeting(s) at its premises or at the place required by the Articles of Association.

A shareholders' meeting shall be in the form of physical meeting to be held on-site, and convenient communication and other means shall be adopted to facilitate participation of shareholders in the shareholders' meeting in accordance with the provisions of laws, regulations, prescriptive documents and the Articles of Association. Shareholders participating in the shareholders' meeting through the above means shall be deemed to be present.

Article 23 The Board together with other conveners shall adopt necessary measures to maintain the normal order of the shareholders' meeting. Measures shall also be adopted to stop acts from interfering with the shareholders' meeting, creating quarrels and nuisance as well as infringing the lawful interests of the shareholders while a timely report of the same shall also be made to the relevant authority for investigation.

Article 24 All shareholders registered in the register of members on the shareholding record date or their proxies shall be entitled to attend the shareholders' meeting, and exercise the voting rights in accordance with the relevant laws, regulations, departmental rules, Hong Kong Listing Rules and the Articles of Association. The Company and the convener shall not refuse their attending for any reason.

A shareholder may attend a shareholders' meeting in person or appoint a proxy to attend and vote within the scope of authorization on his/her behalf.

Article 25 If an individual shareholder attends the meeting in person, he/she should present his/her ID card or other valid documents or proofs that can identify him/her; if he/she appoints another proxy to attend the meeting, such proxy should present his/her own valid identity document and the power of attorney of the shareholder.

A legal person shareholder shall be represented at the meeting by its legal representative or a proxy appointed by such legal representative. If a legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving that he/she has the qualification of 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 in accordance with the law by the legal representative of the legal person shareholder entity.

The identity of shareholders participating in the shareholders' meeting through online voting shall be confirmed by the Internet voting system.

Article 26 Shareholders shall appoint a proxy by written instrument which is signed by the principal or his or her agent so authorized in writing, or if the principal is a legal person, affixed with the seal of the legal person or signed by its director or a duly appointed agent.

The power of attorney issued by a shareholder to appoint another person to attend a shareholders' meeting shall contain the following particulars:

- (I) name of the proxy;
- (II) number of shares of the principal represented by the proxy;
- (III) with or without voting rights;
- (IV) instructions to vote for, against or abstain from voting on each matter to be considered that are included on the agenda of the shareholders' meeting, respectively;
- (V) date of issuance and date of expiry of the power of attorney;
- (VI) signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person unit shall be affixed.

Article 27 The format of any proxy form issued by the Board of the Company to a shareholder for the appointment of a shareholder's proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or against, and give directions on each of the issues to be voted on at the meeting. The power of attorney shall state whether the proxy may vote as he/she wishes if the shareholder does not give specific instructions.

Article 28 The proxy form shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting at least 24 hours prior to the relevant meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time. Where the proxy form is signed by a person authorized by the principal, the power of attorney or any other authorization document for signing shall be notarized. The notarized power of attorney or any other authorization document, together with the proxy form, shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting.

In the event the appointer is a body corporate, such shareholder shall be represented in the shareholders' meeting of the Company by the legal representative or such person authorized by the resolution of the Board or decision-making body of such appointer.

Article 29 Where the principal has deceased, lost capacity, revoked the appointment or the signed authorization for appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the proxy form shall remain valid as long as the Company did not receive a written notice of such event prior to the commencement of the relevant meeting.

Article 30 The register of meeting for those attending the meeting shall be produced by the Company. The register of meeting shall contain the names (or names of entities), identity card number, domicile or addresses, the amount of shares held or represented with voting rights, and the names (or names of entities) of proxies, etc. of those attending the meetings.

Article 31 The conveners shall jointly verify the legitimacy of the shareholders' qualifications based on the register of members and register their names or the company's name and the number of shares held with voting rights. Registration of the meeting shall be closed before the presiding officer announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights.

Article 32 When a shareholders' meeting is convened, all directors, supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other relevant senior management personnel shall be present at the meeting, unless there is a valid reason and the leave of absence has been submitted in writing to the convener of the meeting in advance. However, directors, supervisors, the secretary to the Board, the general manager and other senior management personnel who are required to be questioned at the shareholders' meeting shall not be granted leave of absence.

The candidates for directors and supervisors shall attend the shareholders' meeting in person where the proposal for his/her appointment as a director and supervisor is to be deliberated to explain his/her qualifications, professional competence, working experience, violation of laws and regulations, whether he/she has any conflict of interest with the Company, as well as his/her relationship with the Company's controlling shareholders, de facto controllers, and other directors, supervisors.

Article 33 Shareholders' meetings shall be summoned by the Board, and the chairperson of the Board shall act as the presiding officer and preside over the meeting. If the chairperson of the Board is unable to perform his duties or does not perform his duties, a director jointly elected by more than half of the directors shall act as the presiding officer and preside over the meeting.

The chairperson of the Supervisory Committee shall act as the presiding officer and preside over the shareholders' meetings summoned by the Supervisory Committee on its own initiative. If the chairperson of the Supervisory Committee is unable to perform his duties or does not perform his duties, a supervisor jointly elected by more than half of the supervisors shall serve as the presiding officer and preside over the meeting.

As regards shareholders' meetings summoned by the shareholders on their own initiative, the convener shall elect a representative to serve as the presiding officer of the meeting and preside over the meeting. If, for any reason, shareholders are unable to elect a representative to preside over the meeting, the shareholder (including shareholders' proxies) holding the largest number of voting shares present at the meeting (other than HKSCC Nominees) shall preside over the meeting.

When convening a shareholders' meeting, in the event that the shareholders' meeting is unable to continue due to the presiding officer's violation of the Articles of Association or these Rules, the shareholders' meeting may, with the consent of a majority of the shareholders present at the shareholders' meeting with voting rights, elect a person to act as the presiding officer and continue with the meeting.

Article 34 At an annual shareholders' meeting, the Board and the Supervisory Committee shall make a report to the shareholders' meeting on their works during the past year. Each independent non-executive director shall also make a report on his or her duties.

Article 35 Shareholders may check photocopies of the meeting minutes during the Company's office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes from the Company, the Company shall send such photocopy within 7 days upon receipt of reasonable fees.

Article 36 The convener shall ensure that the shareholders' meeting is held continuously until a final resolution is reached. If the shareholders' meeting is suspended or no resolution can be made due to special reasons such as force majeure, necessary measures shall be taken to resume the shareholders' meeting as soon as possible or to terminate such shareholders' meeting outright and to make an announcement in a timely manner.

Chapter 6 Voting and Resolutions at a Shareholders' Meeting

Article 37 Resolutions at the shareholders' meeting shall be categorized into ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' meeting shall be passed by over 1/2 of the voting rights represented by shareholders' (including shareholders' proxies) present at the meeting.

Special resolutions of the shareholders' meeting shall be passed by over 2/3 of the voting rights represented by shareholders (including shareholders' proxies) present at the meeting.

Article 38 The following matters shall be adopted by an ordinary resolution of the shareholders' meeting:

- (I) work reports of the Board and the Supervisory Committee;
- (II) projects in relation to profit distribution and loss recovery prepared by the Board;
- (III) the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment method thereof;
- (IV) the Company's annual budget plans, final accounting plans, balance sheet, income statement and other financial statements;
- (V) the annual report of the Company;
- (VI) the engagement, dismissal or discontinuation of the appointment of accounting firms by the Company, and the remuneration of such accounting firms;
- (VII) other matters other than those prescribed by laws, regulations and prescriptive documents, Hong Kong Listing Rules, the Articles of Association or these Rules that shall be adopted by a special resolution.

Article 39 The following matters shall be adopted by a special resolution of the shareholders' meeting:

- (I) increase or reduction in the registered capital of the Company and issuance of shares of any class, warrants and other similar securities;
- (II) issuance of corporate bonds;
- (III) the division, merger, dissolution and liquidation of the Company;
- (IV) amendments to the Articles of Association;
- (V) purchase or sales of material assets by the Company within one year that exceed 30% of total assets of the Company in its latest audited consolidated statement;
- (VI) share incentive schemes;
- (VII) the repurchase of the Company's shares in accordance with the requirements of the Articles of Association;
- (VIII) other matters prescribed by laws, regulations and prescriptive documents, Hong Kong Listing Rules, the Articles of Association or these Rules, and those matters determined by a shareholders' meeting via ordinary resolution as having a material impact on the Company and are required to be adopted by a special resolution.

Article 40 A shareholder (including shareholders' proxies) shall exercise his or her voting rights based on the number of voting shares held. Each share shall have one vote.

When the shareholders' meeting considers material matters affecting the interests of small and medium-sized investors, votes for small and medium-sized investors shall be counted separately. The results of the separate vote count shall be disclosed publicly in a timely manner in accordance with the relevant laws and regulations and the listing rules of the stock exchange where the Company's shares are listed.

The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meetings.

The Board, independent non-executive directors and shareholders who satisfy the relevant requirements of the Company may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall provide full disclosure of information such as specific voting intentions to the solicited person. The solicitation of shareholders' voting rights by way of remuneration or disguised remuneration is prohibited. The Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

Article 41 When matters in relation to connected transactions (as defined in the Hong Kong Listing Rules) are considered at a shareholders' meeting, connected shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting and the shares with voting rights represented by them shall not be counted towards the total number of valid voting rights. The resolutions of the shareholders' meetings shall adequately disclose the votes of non-connected shareholders.

Prior to the consideration of connected transactions at a shareholders' meeting, the Company shall determine the scope of connected shareholders in accordance with the relevant national laws, regulations and the Hong Kong Listing Rules. The connected shareholders or their authorized representatives may attend the shareholders' meeting and explain their views to the shareholders present in accordance with the procedures of the meeting, but they shall abstain from voting on the poll.

Where a shareholders' meeting considers matters relating to connected transactions, connected shareholders shall abstain from voting. If connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to abstain from voting. After connected persons have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the requirements of the Articles of Association and these Rules.

If a connected shareholder or his/her close associate participate in voting in violation of the provisions of these Rules, the proportion of such shareholder's votes as regards the relevant connected transaction matters shall become invalid.

In order to be valid, the resolutions made at a shareholders' meeting on connected transaction matters shall be passed by more than half of the votes cast by the non-connected shareholders attending the shareholders' meeting. However, when the connected transaction matter involves matters as stipulated in Article 39 of these Articles of Association, the resolution of the shareholders' meeting shall be valid only if it is passed by 2/3 or more of the voting rights held by the non-connected shareholders present at the shareholders' meeting.

Article 42 Directors, supervisors and senior management personnel shall give explanations and clarifications in response to shareholders' queries at shareholders' meetings.

Article 43 The presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting and the total number of shares held with voting rights before the vote is taken. The number of shareholders and proxies attending the meeting and the total number of shares held with voting rights are subject to the meeting registration.

Article 44 Unless in exceptional circumstances such as the Company is in a crisis, the Company will not enter into contracts with persons other than directors, manager and other senior management personnel to place the management of all or significant business of the Company under the responsibility of such persons unless approved by a special resolution at a shareholders' meeting.

Article 45 The list of candidates for directors, independent non-executive directors and shareholder representative supervisors shall be put forward for voting at the shareholders' meeting by way of a proposal.

When the shareholders' meeting votes on the election of directors, independent non-executive directors and shareholder representative supervisors, a cumulative voting system is to be adopted in accordance with the requirements of the Articles of Association or the resolutions of the shareholders' meeting.

The cumulative voting system referred to in the preceding paragraph means that when directors, independent non-executive directors and shareholder representative supervisors are elected at a shareholders' meeting, each share shall have the same number of votes as the number of directors, independent non-executive directors and shareholder representative supervisors to be elected, and shareholders' voting rights may be used on a concentrated basis. The Board shall announce to the shareholders the curriculum vitae and basic information of the candidates of directors, independent non-executive directors and shareholder representative supervisors.

- (I) Nomination of candidates for directors, independent non-executive directors and shareholder representative supervisors
 - 1. Director candidates (except candidates for independent non-executive directors) shall be nominated by the Board or shareholders who individually or jointly hold 1% or more of the Company's total voting

shares. The number of candidates nominated shall not exceed the number of directors proposed to be elected or replaced.

2. Candidates for independent non-executive directors shall be nominated by the Board, Supervisory Committee or shareholders who individually or jointly hold 1% or more of the Company's total issued shares. The number of candidates nominated shall not exceed the number of independent non-executive directors proposed to be elected or replaced.
3. Candidates for shareholder representative supervisors shall be nominated by the Supervisory Committee or shareholders who individually or jointly hold 1% or more of the Company's total voting shares. The number of candidates nominated shall not exceed the number of supervisors proposed to be elected or replaced.

If shareholders nominate candidates for directors, independent non-executive directors or shareholder representative supervisors, they shall submit in writing to the convener of the shareholders' meeting 10 working days prior to the date of the shareholders' meeting, the curriculum vitae of the nominated candidates for directors, independent non-executive directors or shareholder representative supervisors, and the proposal shall include a list of candidates for directors, independent non-executive directors or shareholder representative supervisors, the curriculum vitae and the basic information of each of the candidates.

- (II) The following principles shall be followed for the implementation of the cumulative voting system at a shareholders' meeting:
 1. The number of candidates for directors, independent non-executive directors or supervisors may be more than the number of candidates to be elected at the shareholders' meeting, provided that the number of candidates voted for by each shareholder shall not exceed the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, and that the total number of votes allotted shall not exceed the number of votes possessed by the shareholders, otherwise such votes shall be null and void;
 2. Independent non-executive directors and non-independent non-executive directors shall be voted separately. When electing independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of independent non-executive directors proposed to be elected, and such votes can only be cast to independent non-executive director candidates of the Company; for the election of non-independent non-executive directors, each shareholder is entitled to a number of votes equal to the product of the number of shares held by him/her multiplied by the number of non-independent

non-executive directors proposed to be elected, and such votes can only be cast to non-independent non-executive director candidates of the Company;

3. As regards candidates for directors, independent non-executive directors or supervisors, the final elected candidates shall be determined in accordance with the order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed half of the total number of shares held by the shareholders (including shareholders' proxies) present at the shareholders' meeting. If the number of elected directors, independent non-executive directors or supervisors is insufficient for the number of directors, independent non-executive directors or supervisors proposed to be elected at the shareholders' meeting, all candidates for directors, independent non-executive directors or supervisors with insufficient votes shall be voted again for the vacancies. If the elected candidates are still insufficient, the vacancies shall be elected by the next shareholders' meeting of the Company. If 2 or more candidates for directors, independent non-executive directors or supervisors receive the same number of votes, but only some of them can be elected due to the limitation on the number of vacancies proposed to be elected, such candidates for directors, independent non-executive directors or supervisors who receive the same number of votes shall be re-elected by way of a separate poll.

Article 46 Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, they will be voted on in the chronological order in which they are put forward. The shareholders' meeting will not set aside or withhold a vote on a proposal, except for special reasons such as force majeure, which causes the shareholders' meeting to be suspended or unable to make a resolution.

Article 47 The proposal would not be amended when it is considered at the shareholders' meeting, otherwise the relevant modification shall be considered as a new proposal, which cannot be put to vote on at the current shareholders' meeting.

Article 48 Only one of the on-site, online or other voting means can be selected for the same voting right. In the event of duplicate votes on the same voting right, the result of the first vote shall prevail.

Article 49 The shareholders' meetings shall adopt a registered voting system.

Article 50 Shareholders attending a shareholders' meeting should express one of the following opinions on the proposal put to vote: For, against or abstention. Except where the securities registrar and settlement institution who acts as the nominal holder of shares under the connection mechanism of the Mainland and Hong Kong stock markets and makes a declaration in accordance with the intention of the actual holder.

Votes that are not filled in, incorrectly filled in, illegible, or not cast shall be deemed to be a renunciation of the voter's right to vote, and the result of the vote on the number of shares held by such voter shall be counted as "abstention".

If the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain resolution or limit a shareholder to cast affirmative or negative votes on a certain resolution, any votes cast by the shareholder or his or her proxy in violation of the aforesaid requirements or restrictions shall not be counted in the voting results.

Article 51 In accordance with the Hong Kong Listing Rules, unless the presiding officer decides on the principle of good faith to allow the resolution of purely procedural or administrative matters to be voted by a show of hands, any vote made by shareholders at a shareholders' meeting of shareholders must be done by voting.

Article 52 Before the shareholders' meeting carry out voting on a proposal, they shall designate two representatives of shareholders to participate in the counting and scrutinizing of votes, and shall state the number of shares held by the scrutineers acted by the representative of shareholders. If the matter under consideration has connected relationship with a shareholder, the relevant shareholders and their proxies shall not participate in the counting and scrutinizing of votes.

When a proposal is voted on at a shareholders' meeting, the representative of shareholders together with the representative of supervisors shall be jointly responsible for counting and scrutinizing of votes.

Meanwhile, the Company shall appoint someone to act as a scrutineer for the vote counting at the shareholders' meeting and indicate the identity of the scrutineer in the announcement of voting results.

Shareholders or their proxies who vote via the Internet or other means shall be entitled to inspect their voting results through the appropriate voting system.

Article 53 The presiding officer shall announce the vote and the result of each proposal at the meeting site and, based on the result of the vote, whether the proposal is adopted or not.

Article 54 If the presiding officer is in any doubt as to the result of the resolution submitted for voting, he may organize the votes cast to be count; if the presiding officer fails to conduct a vote count and a shareholder or a proxy present at the meeting objects to the announcement of the result by the presiding officer, he shall be entitled to demand a count immediately after the announcement of the result of the vote, and the presiding officer shall organize a vote count immediately.

Article 55 A written resolution shall be adopted at the shareholders' meeting, which shall set out detailed contents of the matters such as the number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares with voting rights of the Company, the voting method, the voting result of each proposal and the detailed content of each resolution adopted.

Article 56 Resolutions of a shareholders' meeting shall be announced in a timely manner in accordance with the requirements of relevant laws, regulations, prescriptive documents, the Hong Kong Listing Rules or the Articles of Association, and the announcement shall set out detailed contents of the matters such as the total number of voting shares held by the shareholders attending the meeting and the shareholders entrusting their proxies to attend the meeting and their proportion to the total number of voting shares of the Company, the voting method, the voting result of each proposal and the detailed content of each resolution adopted, as well as such other contents required to be announced under the Hong Kong Listing Rules.

Article 57 If the proposal is not passed, or if the current shareholders' meeting changes the resolution of the previous shareholders' meeting, a special reminder shall be included in the resolutions of the shareholders' meeting.

Article 58 The shareholders' meeting shall prepare minutes of the meeting. The secretary to the Board shall be responsible for taking the minutes of the shareholders' meeting, which shall record the following particulars:

- (I) the time and place of the meeting, the agenda and the name or company's name of the convener;
- (II) the presiding officer of the meeting and the name of the directors, supervisors, managers and other senior management personnel attending or present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares of the Company;
- (IV) the consideration process, major points of speeches and voting results of each proposal;
- (V) shareholders' queries or suggestions and the corresponding answers or explanations;
- (VI) the name of the counting officers and scrutineers;
- (VII) such other matters as required by the Articles of Association and these Rules that shall be entered in the minutes of the meeting.

Article 59 The convener shall ensure that the minutes of the meeting are true, accurate and complete.

The directors, supervisors, the secretary to the Board, the convener or his representative, the presiding officer and the record keeper attending the meeting shall sign the minutes of the meeting and ensure that the minutes of the meeting are true, accurate and complete. The minutes shall be kept together with the register of signatures of shareholders attending on site and the power of attorney for proxy attendance, validity information on voting by internet and other means, for a period of not less than 10 years.

Article 60 If a proposal for the election of directors and supervisors is adopted at a shareholders' meeting, the new directors and supervisors shall assume office in accordance with the Articles of Association.

Article 61 If the shareholders' meeting adopts the proposal on distribution of cash dividend, share bonus or capitalization of capital reserves, the Company will implement the specific project within 2 months after the conclusion of the respective shareholders' meeting.

Article 62 Where the content of a resolution of the shareholders' meeting of the Company violates laws, regulations and prescriptive documents, shareholders shall have the right to request a People's Court to hold it invalid.

Where the summoning procedure or voting method of a shareholders' meeting violates laws, regulations and prescriptive documents, the Articles of Association or these Rules, or the content of a resolution violates the Articles of Association or these Rules, a shareholder may request the People's Court to revoke the relevant resolution within 60 days from the date on which the resolution was made.

Chapter 7 Supplementary Provisions

Article 63 Unless the context otherwise requires, the terms used in these Rules shall have the same meanings as those used in the Articles of Association.

Article 64 Any matters not covered by these Rules shall be implemented in accordance with the relevant national laws and regulations, relevant provisions of regulatory authorities, the Hong Kong Listing Rules and the Articles of Association. Where these Rules are in conflict with the national laws and regulations, relevant provisions of regulatory authorities, the Hong Kong Listing Rules or the Articles of Association, the latter shall prevail.

Article 65 These Rules shall come into effect from the date when the overseas listed foreign shares (H shares) issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited after being considered and approved at the shareholders' meeting, and the amendments of which shall come into force upon consideration and approval at the shareholders' meeting.

Article 66 The Board of the Company shall be responsible for the interpretation of these Rules.



Hangzhou Jiuyuan Gene Engineering Co., Ltd.
杭州九源基因工程股份有限公司

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

(Stock Code: 2566)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2025 (the “**EGM**”) of Hangzhou Jiuyuan Gene Engineering Co., Ltd. (杭州九源基因工程股份有限公司) (the “**Company**”) will be held at 9:00 a.m. on March 5, 2025 at Conference Room 3, No. 23, Eighth Street, Baiyang Street, Qiantang District, Hangzhou, Zhejiang Province, PRC for the following purpose of considering and, if deemed appropriate, approving the following resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the Proposed Change of Company Name and the corresponding amendments to the Articles of Association (Proposed AoA Amendments I).
2. To consider and approve the proposed amendments to the Articles of Association in relation to the registered capital and the Regulation Requirements (Proposed AoA Amendments II).

ORDINARY RESOLUTION

3. To consider and approve the Proposed Amendments to the Internal Rules.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

CLOSURE OF REGISTER OF MEMBERS

Shareholders who intend to attend the EGM are required to deposit the share certificates accompanied by relevant transfer documents with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, February 27, 2025. Shareholders whose names appear on the register of members of the Company on Wednesday, March 5, 2025 shall be entitled to attend and vote at the EGM. The register of members of the Company will be closed from Friday, February 28, 2025 to Wednesday, March 5, 2025 (both days inclusive).

By order of the Board
Hangzhou Jiuyuan Gene Engineering Co., Ltd.
杭州九源基因工程股份有限公司
FU Hang
*Executive Director, Chairman of the Board and
General Manager*

Hangzhou, PRC, February 12, 2025

As of the date of this notice, the Board comprises (i) Mr. Fu Hang (傅航) and Mr. Zhou Wei (周偉) as executive directors; (ii) Ms. Ma Honglan (馬紅蘭), Mr. Wu Shihang (吳詩航), Mr. Albert Esteve Cruella and Mr. Fei Junjie (費俊傑) as non-executive directors; and (iii) Mr. Zhou Zhihui (周智慧), Ms. Ho Mei Yi (何美儀) and Dr. Zhou Demin (周德敏) as independent non-executive directors.

Notes:

- (1) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated February 12, 2025.
- (2) All votes of resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.china-gene.com) in accordance with the Listing Rules.
- (3) Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the EGM on his/her/its behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each proxy is so appointed.
- (4) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its director, or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. For Shareholders, the aforementioned documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM (i.e. 9:00 a.m. on Tuesday March 4, 2025 (Hong Kong time)) or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders shall produce their identification documents when attending the EGM.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2025

- (6) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the Board or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
- (7) Shareholders who attend the EGM (in person or by proxy) shall bear their own traveling, accommodation, and other expenses.
- (8) The contact of the Company:
- | | |
|-----------------|--|
| Address: | Hangzhou Jiuyuan Gene Engineering Co., Ltd. (杭州九源基因工程股份有限公司)
No. 23, Eighth Street
Baiyang Street, Qiantang District
Hangzhou, Zhejiang Province
PRC |
| Postal Code: | 310018 |
| Tel: | 0571-87173983 |
| Contact Person: | Mr. Hu Rong (胡榕) |
| Email: | hurong@china-gene.com |
- (9) The details about the aforesaid resolutions proposed at the EGM are set out in the circular of the Company dated February 12, 2025.

This circular (in both English and Chinese versions) has been posted on the Company's website at (www.china-gene.com).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to ir@china-gene.com.

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.