

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in SHENZHEN DOBOT CORP LTD, you should at once hand this circular, together with the 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.

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



**DOBOT**

**SHENZHEN DOBOT CORP LTD**

**深圳市越疆科技股份有限公司**

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

**(Stock Code: 2432)**

**(1) PROPOSED A SHARE OFFERING AND RELATED MATTERS;  
(2) PROPOSED AMENDMENTS TO  
THE EXISTING ARTICLES OF ASSOCIATION  
FOR THE A SHARE OFFERING;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

All capitalised terms used in this circular have the meanings set out in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 22 of this circular.

The Company will convene the EGM at 10 a.m. on Thursday, 2 April 2026 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC. The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular.

A form of proxy for use at the EGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.dobot.cn](http://www.dobot.cn) (with respect to Chinese version) and [www.dobot-robots.com](http://www.dobot-robots.com) (with respect to English version)). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

18 March 2026

# CONTENTS

	<i>Page</i>
DEFINITIONS .....	1
LETTER FROM THE BOARD .....	3
APPENDIX I — THE AUTHORISATION TO THE BOARD AND ITS AUTHORISED PERSON TO DEAL WITH RELATED MATTERS IN CONNECTION WITH THE COMPANY’S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET AT ITS FULL DISCRETION .....	I-1
APPENDIX II — PRICE STABILISING PLAN WITHIN THREE YEARS AFTER THE COMPANY’S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET .....	II-1
APPENDIX III — DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS AFTER THE COMPANY’S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET .....	III-1
APPENDIX IV — IMPACTS AND REMEDIAL MEASURES ON DILUTION OF IMMEDIATE RETURN FROM THE COMPANY’S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET .....	IV-1
APPENDIX V — UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING .....	V-1
APPENDIX VI — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING .....	VI-1
APPENDIX VII — REVISED RULES OF PROCEDURES FOR GENERAL MEETINGS .....	VII-1
APPENDIX VIII — REVISED RULES OF PROCEDURES FOR BOARD MEETINGS .....	VIII-1
APPENDIX IX — REVISED POLICY FOR INDEPENDENT DIRECTORS .....	IX-1

## CONTENTS

APPENDIX X	—	REVISED POLICY FOR THE MANAGEMENT OF RELATED (CONNECTED) PARTY TRANSACTIONS .....	X-1
APPENDIX XI	—	REVISED POLICY FOR THE ADMINISTRATION OF EXTERNAL GUARANTEES .....	XI-1
APPENDIX XII	—	REVISED POLICY FOR THE ADMINISTRATION OF EXTERNAL INVESTMENTS .....	XII-1
APPENDIX XIII	—	MANAGEMENT MEASURES FOR THE USE OF PROCEEDS .....	XIII-1
APPENDIX XIV	—	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO CHANGE IN SCOPE OF BUSINESS .....	XIV-1
NOTICE OF EXTRAORDINARY GENERAL MEETING		.....	EGM-1

## DEFINITIONS

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

“A Share Offering”	the Company’s proposed initial public offering of not more than 48,883,933 A Shares (assuming the over-allotment option is not exercised) and not more than 56,216,522 A Shares (assuming the over-allotment option is exercised in full), which are proposed to be listed on the Shenzhen Stock Exchange
“A Share(s)”	ordinary share(s) proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in RMB
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“Board”	the board of Directors
“Company”	SHENZHEN DOBOT CORP LTD (深圳市越疆科技股份有限公司), incorporated under the PRC laws on 30 July 2015, whose H Shares are listed and traded on the Stock Exchange (stock code: 2432)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be convened and held at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC on Thursday, 2 April 2026 at 10 a.m., notice of which is set out on pages EGM-1 to EGM-4 of this circular, and any adjournment thereof
“Group”	the Company and its subsidiaries

## DEFINITIONS

“H Share(s)”	overseas listed foreign shares in the share capital of the Company with nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) who is/are independent of and not connected with the Company and its connected person(s) (as defined in the Listing Rules)
“Latest Practicable Date”	18 March 2026, being the latest practicable date for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



**DOBOT**

**SHENZHEN DOBOT CORP LTD**  
**深圳市越疆科技股份有限公司**

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

**(Stock Code: 2432)**

*Executive Directors:*

Mr. Liu Peichao (劉培超) (*Chairman  
of the Board and General Manager*)

Mr. Wang Yong (王勇)

Mr. Jiang Yu (姜宇)

*Non-executive Director:*

Mr. Lang Xulin (郎需林)

*Independent non-executive Directors:*

Mr. Li Yibin (李貽斌)

Mr. Ng Jack Ho Wan (吳浩雲)

Dr. Hou Lingling (侯玲玲)

*Registered Office and Headquarters  
in the PRC:*

Room 1003, Building 2

Chongwen Park, Nanshan Smart Park

No. 3370 Liuxian Avenue

Fuguang Community, Taoyuan Sub-district

Nanshan District

Shenzhen

PRC

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wan Chai

Hong Kong

18 March 2026

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED A SHARE OFFERING AND RELATED MATTERS;  
(2) PROPOSED AMENDMENTS TO  
THE EXISTING ARTICLES OF ASSOCIATION  
FOR THE A SHARE OFFERING;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

References are made to the announcements of the Company dated 29 December 2025 and 13 March 2026 in relation to, among others, the proposed A Share Offering and related matters (including the proposed amendments to the Articles of Association).

## LETTER FROM THE BOARD

The Board approved and resolved to submit to the EGM for approval of certain matters: (1) the proposal of the A Share Offering; (2) authorisation to the Board to deal with related matters in connection with the Company's application for the A Share Offering and listing of A Shares at its full discretion; (3) use of proceeds from the A Share Offering and projects feasibility; (4) plan for undertaking accumulated unrecovered loss prior to the A Share Offering; (5) price stabilising plan for the A Shares within three years after the A Share Offering; (6) dividend return plan for Shareholders within three years after the A Share Offering; (7) impacts and remedial measures on dilution of immediate return from the A Share Offering; (8) the Company's undertakings and relevant restraining measures in connection with the A Share Offering; (9) proposed engagement of intermediaries for the A Share Offering; (10) proposed amendments to the existing Articles of Association; and (11) the proposed adoption of or amendments to the Governance Policies.

The purpose of this circular is to provide you with (i) further details in respect of the above proposed resolutions; (ii) other information as required under the Listing Rules; and (iii) a notice of the EGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

### II. PROPOSED A SHARE OFFERING AND RELATED MATTERS

The proposed A Share Offering and other related matters below are conditional and subject to market conditions and obtaining Shareholders' approval as ordinary resolutions or special resolutions (as the case may be) at the EGM and necessary approvals from the CSRC and other relevant regulatory authorities.

#### A. Proposed A Share Offering

##### 1. *Proposal of the A Share Offering*

- |                    |   |   |
|--------------------|---|---|
| Class of A Shares  | : | The A Shares to be traded in RMB and to be listed on the Shenzhen Stock Exchange, are of the same class as the existing issued H Shares listed on the Stock Exchange.   |
| Status of A Shares | : | The A Shares will rank <i>pari passu</i> with the existing H Shares which are listed on the Stock Exchange with the same par value (RMB1.0 each) and the same rights as to voting, dividend and return of assets. |

## LETTER FROM THE BOARD

Number of A Shares to be issued : The proposed A Share Offering only involves issue of new Shares, and will not involve sale of Shares by existing Shareholders or conversion of the existing Shares. The Company proposes to initially issue not more than 48,883,933 A Shares, representing not more than approximately 11.11% of the total issued share capital of the Company as at the Latest Practicable Date, and not more than approximately 10.00% of the total issued share capital of the Company as enlarged by the allotment and issue of the A Shares (prior to the exercise of the over-allotment option); subject to compliance with the relevant laws and regulations and regulatory requirements, the Company may authorise the underwriter to exercise the over-allotment option, and conduct an over-allotment of no more than 15% of the number of the A Shares to be issued under the proposed A Share Offering (prior to the exercise of the over-allotment option), assuming no other changes to the issued share capital of the Company.

Assuming that the over-allotment option is exercised in full and there is no other change to the issued share capital of the Company, the maximum number of A Shares to be issued is 56,216,522, representing approximately 12.78% of the total issued share capital of the Company as at the Latest Practicable Date and approximately 11.33% of the total issued share capital of the Company as enlarged by the allotment and issue of the A Shares.

Method of pricing : The final offer price shall be determined through methods such as book-building, or other methods approved by the CSRC and the Shenzhen Stock Exchange. The Shareholders shall at the EGM authorise the Board to, through consultation with the underwriter, finalise the specific pricing method.

## LETTER FROM THE BOARD

To ensure the A Share offer price is in the interests of the Company and the Shareholders as a whole, the Board and the underwriter(s) of the Company will take into account when determining the final offer price, among others:

- (i) the financial position and profitability of the Company;
- (ii) the prevailing market conditions and the performance of the industry in which the Company operates; and
- (iii) the applicable laws and regulations.

Method of issuance : The Company will adopt a combination of offline book-building placement to qualified investors and online fixed-price offering to public investors, or by any other method approved by the CSRC and the Shenzhen Stock Exchange (including but not limited to placing shares to strategic investors).

Target subscribers : Target subscribers of the A Shares are qualified investors, as well as natural persons, legal persons, other investors (except persons prohibited by the relevant laws and regulations, rules and regulatory requirements in the PRC) and such other target subscribers meeting relevant requirements of the CSRC, who maintain stock accounts with the Shenzhen Stock Exchange.

It is expected that the target subscribers of the A Share Offering are Independent Third Parties. If any target subscriber of the A Share Offering is or will become a connected person of the Company, the Company shall take reasonable measures to comply with relevant laws and regulations of the PRC and the relevant announcement and shareholders' approval requirements of the Listing Rules as and when appropriate.

Sponsor and underwriter : Guotai Haitong Securities Co., Ltd

## LETTER FROM THE BOARD

- Place of listing of the A Shares : The place of listing will be the ChiNext Market of the Shenzhen Stock Exchange.
- Specific listing requirements : A market capitalisation of at least RMB5 billion, and revenue of at least RMB300 million for the most recent financial year.
- Timing of the A Share Offering : The Company may, at its own discretion, decide the timing for the A Share Offering within 12 months from the date of obtaining the registration document for the A Share Offering from the CSRC.
- Following the completion of A Share Offering, the Company will apply for the listing and trading of the A Shares on the ChiNext Market of the Shenzhen Stock Exchange as soon as practicable.
- Conversion of Domestic Shares to A Shares : Upon the completion of the A Share Offering and the listing of A Shares, the unlisted Domestic Shares will become A Shares, which will be deposited with China Securities Depository and Clearing Corporation Limited and will be subject to the lock-up period restrictions prescribed under the relevant PRC laws and regulations.
- Method of underwriting : The method of underwriting for the proposed A Share Listing will be standby underwriting.
- Strategic placement : If strategic placement is adopted in the A Share Offering, the target subscribers of strategic placement shall include but are not limited to (i) securities investment funds legally established that meet specific investment purposes; (ii) related subsidiaries legally established by the sponsor of the Company or other related subsidiaries legally established by the securities company which is the actual controller of the sponsor; and (iii) special asset management plans legally established by senior management and core employees of the Company.

## LETTER FROM THE BOARD

Validity period of the resolutions : The proposed A Share Offering shall be subject to approval by the Shareholders at the EGM. Upon such approval, the resolution relating to the proposed A Share Offering will be valid for twelve (12) months from the date of passing such resolution at the EGM.

The A Shares will be issued under specific mandate granted by the Shareholders at the EGM for the allotment and issuance of A Shares pursuant to the A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval as special resolutions.

***2. Authorisation to the Board and its authorised person to deal with matters in connection with the Company's application for the A Share Offering and listing of A Shares at its full discretion***

A special resolution will be proposed at the EGM, to authorise the Board and any individual(s) authorised by the Board to deal with matters in connection with the A Share Offering and the listing of A Shares.

Please refer to Appendix I to this circular for the details of the authorisation to the board and its authorised person to deal with matters in connection with the Company's application for the A Share Offering and listing of A shares at its full discretion.

The above authorisation shall be valid for twelve (12) months from the date of passing such resolution at the EGM.

## LETTER FROM THE BOARD

### 3. *Use of proceeds from the A Share Offering and projects feasibility*

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the projects to be funded by the net proceeds raised from the A Share Offering and feasibility analysis.

It is estimated that, after deducting the relevant listing expenses, the net proceeds raised from the A Share Offering will be used for the following projects (the “**Projects**”):

No.	Project Name	Proposed allocation of the net proceeds (RMB'000)	Approximate percentage (%)	Expected timeline for utilising the net proceeds
1.	Multi-legged Robot Research, Development, and Industrialisation Project	550,000	45.83	By the end of 2028
2.	Humanoid Robot Technology Enhancement Project	250,000	20.83	By the end of 2030
3.	Marketing Capability Enhancement Project	100,000	8.33	By the end of 2028
4.	Supplementary working capital	300,000	25.00	By the end of 2028
<b>Total</b>		<b>1,200,000</b>	<b>100.00</b>	

If the net proceeds actually raised cannot satisfy the funding needs for the Projects, the Company will raise sufficient funds by itself. If the time of availability of the net proceeds does not coincide with the time requirement of capital needs, the Company will first invest with its own funds or bank loans according to the actual situation, and then utilise the proceeds when available. If the proceeds raised from the A Share Offering exceeds the capital requirements of the Projects, the surplus amount will be utilised for the projects related to the principal businesses and for working capital required for the development of the principal businesses in strict accordance with the management measures for the use of proceeds (募集資金使用管理辦法).

Further details in relation to the use of proceeds for each of the Projects and the feasibility analysis of the Projects are as follows:

(i) *Multi-legged Robot Research, Development, and Industrialisation Project*

This project aims to increase the Company’s investment in the research and development of multi-legged robot product line and to establish in-house production lines for this series of products. The scope of the project includes

## LETTER FROM THE BOARD

(i) conducting research on, among others, (a) integrated sensing and control for leg/wheel hybrid locomotion; (b) perception and navigation in complex 3D environments; (c) multi-robot collaborative swarm control; and (d) high-performance, high-protection, and lightweight structural design; and (ii) acquiring industrial plants and production equipment to establish production line for multi-legged robots.

The project will be conducted in Guangdong, the PRC. The total investment amount is estimated at approximately RMB550 million. The project is expected to commence in the first half of 2027, and complete in 24 months.

*(ii) Humanoid Robot Technology Enhancement Project*

This project aims to optimise the performance of the Company's humanoid robot products and enhance its capabilities in the design and service of comprehensive, multi-category robotic solutions. In particular, the project includes (i) research on subjects regarding, among others, (a) development of data toolchains; (b) multimodal data collection and annotation; (c) simulation and algorithm benchmarking platforms; and (d) engineering of training and deployment; and (ii) procurement of R&D-related equipment and software.

This project will be conducted in Guangdong and Shanghai, the PRC. The total investment amount is estimated at approximately RMB250 million. The project is expected to commence in the first half of 2027, and complete in 48 months.

*(iii) Marketing Capability Enhancement Project*

This project aims to strengthen the Company's brand presence and market reach. Key initiatives include, among others, establishing flagship stores in core domestic cities, optimising the marketing network and team development increasing advertising investment, and expanding participation in exhibitions.

This project will be implemented across major cities, including Beijing, Shenzhen, Chengdu, Hangzhou and Suzhou, etc. The total investment amount is estimated at approximately RMB100 million. The project is expected to commence in the first half of 2027, and complete in 24 months.

**4. *Proposal for the plan for undertaking accumulated unrecovered losses prior to the A Share Offering***

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the proposal for the plan for undertaking accumulated unrecovered losses prior to the A Share Offering.

## LETTER FROM THE BOARD

If the Company's proposal for the A Share Offering is approved and implemented, the accumulated unrecovered losses of the Company prior to the A Share Offering shall be borne by the new and existing Shareholders in proportion to their respective shareholdings after the A Share Offering.

**5. *Price stabilising plan for the A Shares within three years after the A Share Offering***

In order to effectively protect the interests of the Shareholders and enhance the investment confidence of the investors, the Company has formulated a price stabilising plan for the A Shares within three years after the A Share Offering in accordance with the relevant laws and regulations.

Please refer to Appendix II to this circular for the details of the price stabilising plan for the A Shares within three years after the A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

**6. *Dividend return plan for Shareholders within three years after the A Share Offering***

In order to further strengthen and improve the dividend distribution policy by cash and offer clarity on the investment returns to the Shareholders and transparency on the decision-making process of the Company relating to dividend distribution, the Company has formulated the dividend return plan for Shareholders within three years after the A Share Offering in accordance with the relevant laws and regulations and the Articles of Association after taking into account various factors. The plan will also be proposed at the EGM to authorise the Board to adjust the plan based on any changes in laws, regulations, regulatory documents and related policies or the opinions of domestic and overseas regulatory authorities.

Please refer to Appendix III to this circular for the details of the dividend return plan for Shareholders within three years after the A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

**7. *Impacts and remedial measures on dilution of immediate return from the A Share Offering***

In order to enhance the development of the Company and the protection of the interests of small and medium investors in capital market, the Company, its Directors, and the senior management have made certain relevant undertakings in accordance with the Guiding Opinions on Matters Concerning the Dilution of Immediate Returns from the Initial Public Offering, Refinancing, and Material Asset Restructuring (CSRC Announcement [2015] No. 31) (關於首發及再融資、重大資產重

## LETTER FROM THE BOARD

組攤薄即期回報有關事項的指導意見(證監會公告[2015]31號)) as well as related laws, regulations, and regulatory documents.

Please refer to Appendix IV to this circular for the details of the impacts and remedial measures on dilution of immediate return from the A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

### **8. *The Company's undertakings and relevant restraining measures in connection with the A Share Offering***

In order to protect the interests of public investors and in accordance with the Opinions Regarding Further Promotion of Structural Reforms on Issue of New Shares\* (《關於進一步推進新股發行體制改革的意見》) issued by CSRC as well as related laws, regulations and regulatory documents, the Company shall issue the public undertakings in documents in connection with the A Share Offering and propose restraining measures to be taken should it fail to fulfill such public undertakings.

Please refer to Appendix V to this circular for the details of the public undertakings in documents in connection with the A Share Offering.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

### **9. *Proposed engagement of Intermediaries***

The Company intends to engage professional Intermediaries, including Guotai Haitong Securities Co. Ltd. (國泰海通證券股份有限公司) as the sponsor/underwriter, Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合夥)) as the auditor, and AllBright Law Offices (上海市錦天城律師事務所) as the legal adviser as to PRC laws, for the proposed A Share Offering.

An ordinary resolution will be proposed at the EGM to consider and approve the above engagements.

### **10. *Proposed amendments to the Articles of Association relating to the A Share Offering***

In order to (i) prepare for the A Share Offering, (ii) comply with the relevant CSRC and the Shenzhen Stock Exchange rules, (iii) further improve and standardise the Articles of Association and adopt other consequential and housekeeping amendments, (iv) satisfy the relevant requirements of laws, administrative regulations and regulatory documents, including the PRC Company Law, the PRC Securities Law, the Listing Rules, the "Guidelines for Articles of Association of Listed Companies" (《上市公司章程指引》), the "Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange" (《深圳證券交易所創

## LETTER FROM THE BOARD

業板股票上市規則》), the “Governance Standard of the Listed Companies” (《上市公司治理準則》), the Directors proposed certain amendments (the “**Proposed Amendments Relating to A Share Offering**”) to the Articles of Association, which will be effective upon the A Share Offering and listing of the A Shares.

Please refer to Appendix VI to this circular for the details of the comparison of the existing Articles of Association against the Articles of Association to be effective upon A Share Offering and the listing of the A Shares.

Save for the Proposed Amendments Relating to A Share Offering and the Proposed Amendments Relating to Change in Scope of Business as set out in page XIV-1 of this circular, other provisions of the Articles of Association shall remain unchanged. The English version of the Proposed Amendments Relating to A Share Offering is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments Relating to A Share Offering comply with the requirements of the Listing Rules, and the legal advisers to the Company as to PRC laws have confirmed that the Proposed Amendments Relating to A Share Offering do not violate PRC laws. The Company also confirms that there is nothing unusual about the Proposed Amendments Relating to A Share Offering for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

### **11. Proposed adoption of or amendments to the governance policies**

In accordance with the related laws, regulations and regulatory documents, the Directors proposed to adopt or amend the following governance policies (collectively, the “**Governance Policies**”) of the Company:

- (i) revised Rules of Procedures for General Meetings (股東會議事規則);
- (ii) revised Rules of Procedures for Board meetings (董事會議事規則);
- (iii) revised Policy for Independent Directors (獨立董事工作制度);
- (iv) revised Policy for the Management of Related (Connected) Party Transactions (關聯(連)交易管理制度);
- (v) revised Policy for the Administration of External Guarantees (對外擔保管理制度);
- (vi) revised Policy for the Administration of External Investments (對外投資管理制度); and
- (vii) Management Measures for the Use of Proceeds (募集資金使用管理辦法).

## LETTER FROM THE BOARD

Subject to the Shareholders' approval, the proposed adoption of or amendments to the above governance policies will become effective upon the A Share Offering and listing of the A Shares. The English version of the relevant governance policies annexed to this circular is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The proposed adoption of or amendments to the Governance Policies have been approved by the Board, and save for items (i) and (ii) above which will be subject to approval by the Shareholders by way of special resolution at the EGM, other governance policies shall be submitted to the EGM for consideration and approval by way of ordinary resolutions.

### **B. Reasons for and Benefits of the A Share Offering**

The Directors consider that the A Share Offering will further optimise the capital structure of the Company, diversify the financing channels, achieve the long-term development objectives of the Company and improve the liquidity of all the Shares held by the Shareholders.

Therefore, the Directors consider that the A Share Offering is in the interest of the Company and the Shareholders as a whole.

### **C. Equity Fund Raising Activities in the Past Twelve Months**

On 15 July 2025, the Company, Guotai Junan Securities (Hong Kong) Limited (the "Placing Agent A") and UBS AG Hong Kong Branch (the "Placing Agent B", together with the Placing Agent A, the "Placing Agents") entered into a placing agreement, pursuant to which the Company has agreed to appoint the Placing Agents, and the Placing Agents have agreed, on a several (and not joint nor joint and several) basis, to act as agents of the Company to procure subscribers, on a best effort basis, to subscribe for a total of 19,100,000 new H Shares at the placing price of HK\$54.30 upon the terms and subject to the conditions set out in the placing agreement (the "Placing I"). Completion of the Placing I took place on 22 July 2025 and the Company received total net proceeds from the Placing I of approximately HK\$1,022.2 million. For details, please refer to the announcements of the Company dated 15 July 2025 and 22 July 2025.

On 6 November 2025, the Company and the Placing Agent B entered into a placing agreement, pursuant to which the Company has agreed to appoint the Placing Agent B, and the Placing Agent B has agreed to act as an agent of the Company to procure subscribers, on a best effort basis, to subscribe for a total of 16,660,000 new H Shares at the placing price of HK\$46.80 upon the terms and subject to the conditions set out in the placing agreement (the "Placing II"). Completion of the Placing II took place on 13 November 2025 and the Company received total net proceeds from the Placing of approximately HK\$771.0 million. For details, please refer to the announcements of the Company dated 6 November 2025 and 13 November 2025.

## LETTER FROM THE BOARD

Set out below is the intended use of the net proceeds from the Placing I and the Placing II respectively:

### Placing I

	Allocation of net proceeds <i>(HK\$ million)</i>	Approximate amount of utilised net proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Approximate amount of unutilised net proceeds as at 31 December 2025 <i>(HK\$ million)</i>
<b>Intended use of net proceeds</b>			
<b>Advancing technological research and product innovation in intelligent robots to pave way for the Group's development in the intelligent robotics field and increase the Group's market share</b>	408.9	15.3	393.6
<b>Pursuing investment, acquisition and strategic alliance opportunities in the robotic value chain and adjacent areas</b>	255.6	11.0	244.6
<b>Expanding and deepening the domestic and global sales network and strengthening the marketing activities of the Group to further enhance market penetration and brand recognition of the Group</b>	204.4	14.1	190.3
<b>Working capital replenishment and general corporate purposes</b>	153.3	153.3	–
<b>Total</b>	<b>1,022.2</b>	<b>193.7</b>	<b>828.5</b>

## LETTER FROM THE BOARD

### Placing II

	Allocation of net proceeds <i>(HK\$ million)</i>	Approximate amount of utilised net proceeds as at 31 December 2025 <i>(HK\$ million)</i>	Approximate amount of unutilised net proceeds as at 31 December 2025 <i>(HK\$ million)</i>
<b>Intended use of net proceeds</b>			
<b>Advancing technological research and product innovation in intelligent robotics to support the Group's strategic initiatives and expand its market footprint</b>			
– New collaborative robots			
– Research and development for embodied AI	308.4	2.2	306.2
<b>Pursuing investment, acquisition and strategic alliance opportunities in the robotic value chain and adjacent areas</b>	154.2	–	154.2
<b>Strengthening the Group's domestic and international sales channels, with intensifying marketing efforts to further boost market penetration and elevate brand visibility across key markets</b>	154.2	0.4	153.8
<b>Working capital replenishment and general corporate purposes</b>			
– Payment for suppliers' goods			
– Payment for employee salaries, travelling expenses, rental expenses, transportation cost, advertising expenses, service fees and other daily operating expenses	154.2	99.9	54.3
<b>Total</b>	<b>771.0</b>	<b>102.5</b>	<b>668.5</b>

It is expected that the unutilised net proceeds raised from the Placing I and the Placing II will be deployed in accordance with the above intended usage.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, the Company has not conducted any fund raising activities in relation to the issue of equity securities of the Company in the past twelve months immediately preceding the Latest Practicable Date.

### D. Public Float

As at the Latest Practicable Date, based on the publicly available information and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, more than 60% of the total issued Shares are held by the public, and the Company has maintained a public float above the minimum requirements of at least 25% of the Company's total number of issued Shares in the class to which the H Shares belong (excluding treasury shares) being held by the public as prescribed in Chapter 19A of the Listing Rules. The Company undertakes that it will continue to comply with the public float requirement as prescribed in Chapter 19A of the Listing Rules during the application process and after completion of the A Share Offering.

### E. Effects of the A Share Offering on the Shareholding Structure of the Company

For reference and illustration purposes only, assuming that there are no other changes to the issued share capital of the Company, the shareholding structure of the Company (a) as at the Latest Practicable Date; and (b) immediately after completion of the A Share Offering (assuming the over-allotment option is not exercised and is exercised in full, respectively) are set out as follows:

	As at the Latest Practicable Date		Immediately after the completion of the A Share Offering (assuming the over-allotment option is not exercised)		Immediately after the completion of the A Share Offering (assuming the over-allotment option is exercised in full)	
	<i>Number of Shares</i>	<i>Approximate percentage of the total issued share capital</i>	<i>Number of Shares</i>	<i>Approximate percentage of the total issued share capital</i>	<i>Number of Shares</i>	<i>Approximate percentage of the total issued share capital</i>
<b>Domestic Shares</b>						
Mr. Liu Peichao <sup>(Note 2)</sup>	19,169,403	4.36	-	-	-	-
Mr. Lang Xulin	1,593,643	0.36	-	-	-	-
Xinyu Lumo Project Investment Partnership (Limited Partnership) ("Lumo LP") <sup>(Note 3)</sup>	2,979,452	0.68	-	-	-	-
Xinyu Qimo Consulting Partnership (Limited Partnership) ("Qimo LP") <sup>(Note 3)</sup>	2,592,239	0.59	-	-	-	-
Xinyu Chumo Project Investment Partnership (Limited Partnership) ("Chumo LP") <sup>(Note 3)</sup>	2,326,775	0.53	-	-	-	-
Other holders of Domestic Shares	17,495,341	3.98	-	-	-	-

## LETTER FROM THE BOARD

	As at the Latest Practicable Date		Immediately after the completion of the A Share Offering (assuming the over-allotment option is not exercised)		Immediately after the completion of the A Share Offering (assuming the over-allotment option is exercised in full)	
	Number of Shares	<i>Approximate percentage of the total issued share capital</i>	Number of Shares	<i>Approximate percentage of the total issued share capital</i>	Number of Shares	<i>Approximate percentage of the total issued share capital</i>
<b>H Shares</b>						
Mr. Liu Peichao <sup>(Note 2)</sup>	74,743,613	16.99	74,743,613	15.29	74,743,613	15.06
Mr. Lang Xulin	5,974,570	1.36	5,974,570	1.22	5,974,570	1.20
Shenzhen Yuejiang Consultation Partnership (Limited Partnership) ("Yuejiang LP") <sup>(Note 2)</sup>	12,599,991	2.86	12,599,991	2.58	12,599,991	2.54
Lumo LP <sup>(Note 3)</sup>	11,917,807	2.71	11,917,807	2.44	11,917,807	2.40
Qimo LP <sup>(Note 3)</sup>	10,368,954	2.36	10,368,954	2.12	10,368,954	2.09
Chumo LP <sup>(Note 3)</sup>	9,307,098	2.12	9,307,098	1.90	9,307,098	1.88
Other public holders of H Shares	268,886,514	61.12	268,886,514	55.00	268,886,514	54.19
<b>A Shares</b> <sup>(Note 4)</sup>						
Mr. Liu Peichao	-	-	19,169,403	3.92	19,169,403	3.86
Mr. Lang Xulin	-	-	1,593,643	0.33	1,593,643	0.32
Lumo LP	-	-	2,979,452	0.61	2,979,452	0.60
Qimo LP	-	-	2,592,239	0.53	2,592,239	0.52
Chumo LP	-	-	2,326,775	0.48	2,326,775	0.47
Holders of A Shares to be issued under the A Share Offering	-	-	48,883,933	10.00	56,216,522	11.33
Other holders of A Shares	-	-	17,495,341	3.58	17,495,341	3.53
<b>Total</b>	<b>439,955,400</b>	<b>100.00</b>	<b>488,839,333</b>	<b>100.00</b>	<b>496,171,922</b>	<b>100.00</b>

*Notes:*

- (1) Certain amounts and percentage figures included in the table above have been subject to rounding adjustments, and any discrepancy between the total amount and the arithmetical sum of the amounts listed is due to rounding.
- (2) An aggregate of 12,599,991 H Shares were held by Yuejiang LP. As Mr. Liu Peichao acted as the general partner of Yuejiang LP, Mr. Liu is deemed to be interested in the Shares held by Yuejiang LP by virtue of the SFO.
- (3) As Mr. Liu Yang acted as the general partner of each of Lumo LP, Qimo LP and Chumo LP, he is deemed, or taken to be interested in the Shares held by each of Lumo LP, Qimo LP and Chumo LP by virtue of the SFO.
- (4) Upon the completion of the A Share Offering and the listing of A Shares, the unlisted Domestic Shares will become A Shares, which will be deposited with China Securities Depository and Clearing Corporation Limited and will be subject to the lock-up period restrictions prescribed under the relevant PRC laws and regulations.

**LETTER FROM THE BOARD**

**III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO CHANGE IN SCOPE OF BUSINESS**

In accordance with the business development strategy of the Company, it is proposed to change the Company’s scope of business to the following:

<b>The scope of business before change</b>	<b>The scope of business after change</b>
<p>General business operations include: robotics technology development, technology transfer, and technical consulting; development and sale of robotics technology, 3D printers, laser engraving machines, AI electromechanical products, electronic equipment, automatic control equipment, teaching equipment, and laboratory equipment; import and export operations; development and sales of computer software, information system software, and educational software; information system design, integration, operation, and maintenance; design and development of integrated circuit; robotics engineering technology research and application; investment in industrial ventures; domestic trade. Digital content production services (excluding publishing and distribution); manufacturing of teaching models and educational aids; sales of teaching models and educational aids; conference and exhibition services. Educational consulting services (excluding education and training activities requiring licensing approval); business training (excluding education and training, vocational skills training, and other training requiring licensing). (Except for items subject to approval by law, business activities may be conducted independently in accordance with the business license.)</p>	<p>General business operations include: robotics technology development, technology transfer, and technical consulting; development and sale of robotics technology, 3D printers, laser engraving machines, AI electromechanical products, electronic equipment, automatic control equipment, teaching equipment, and laboratory equipment; import and export operations; development and sales of computer software, information system software, and educational software; information system design, integration, operation, and maintenance; design and development of integrated circuit; robotics engineering technology research and application; investment in industrial ventures; domestic trade. Digital content production services (excluding publishing and distribution); manufacturing of teaching models and educational aids; sales of teaching models and educational aids; conference and exhibition services. Educational consulting services (excluding education and training activities requiring licensing approval); business training (excluding education and training, vocational skills training, and other training requiring licensing). (Except for items subject to approval by law, business activities may be conducted independently in accordance with the business license.)</p>

## LETTER FROM THE BOARD

The scope of business before change	The scope of business after change
<p>Licensed business items include: production of robots, 3D printers, laser engravers, AI electromechanical products, electronic equipment, automatic control equipment, teaching equipment, and experimental equipment. Wholesale of publications; retail of publications; <del>production of electronic publications, type I value added telecommunications services, type II value added telecommunications services.</del> (Business activities subject to approval by law may only be conducted after obtaining approval from relevant authorities. Specific business items shall be subject to the approval documents or licenses issued by relevant authorities.)</p>	<p>Licensed business items include: production of robots, 3D printers, laser engravers, AI electromechanical products, electronic equipment, automatic control equipment, teaching equipment, and experimental equipment. Wholesale of publications; retail of publications. (Business activities subject to approval by law may only be conducted after obtaining approval from relevant authorities. Specific business items shall be subject to the approval documents or licenses issued by relevant authorities.)</p>

As such, the Board proposed to make corresponding amendments (the “**Proposed Amendments Relating to Change in Scope of Business**”) to the scope of business in the Articles of Association to reflect the above changes, which will be effective upon the Shareholders’ approval at the EGM. For details, please refer to Appendix XIV for the proposed amendments to the Articles of Association to be effective upon the Shareholders’ approval at the EGM.

Save for the Proposed Amendments Relating to Change in Scope of Business and the Proposed Amendments Relating to A Share Offering as set out in pages VI-1 to VI-104 of this circular, other provisions of the Articles of Association shall remain unchanged. The English version of the Proposed Amendments Relating to Change in Scope of Business is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments Relating to Change in Scope of Business comply with the requirements of the Listing Rules, and the legal advisers to the Company as to PRC laws have confirmed that the Proposed Amendments Relating to Change in Scope of Business do not violate PRC laws. The Company also confirms that there is nothing unusual about the Proposed Amendments Relating to Change in Scope of Business for a joint stock company incorporated in the PRC and listed on the Stock Exchange.

This proposal has been approved by the Board, and shall be submitted to the EGM for consideration and approval by way of special resolution.

## LETTER FROM THE BOARD

### IV. EGM

The EGM will be held at 10 a.m. on Thursday, 2 April 2026 at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC. The notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular. The above documents and the proxy of form for use at the EGM are published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.dobot.cn](http://www.dobot.cn) (with respect to Chinese version) and [www.dobot-robots.com](http://www.dobot-robots.com) (with respect to English version)).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the resolutions to be proposed at the EGM.

The record date for the purpose of ascertaining the eligibility of the holders of H Shares to attend and vote at the EGM is on Friday, 27 March 2026. In order to be eligible to attend and vote at the EGM, holders of H Shares must lodge all completed transfer documents accompanied by the relevant share certificates 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, Wan Chai, Hong Kong on or before 4:30 p.m. on Friday, 27 March 2026.

Shareholders who intend to appoint a proxy to attend the EGM are required to complete and return the form of proxy to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolution set out in the notice of the EGM will be taken by poll. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

### VI. 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 purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

## LETTER FROM THE BOARD

### VII. RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notice of the EGM and the other matters contained in the notice of EGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

By order of the Board  
**SHENZHEN DOBOT CORP LTD**

**Mr. Liu Peichao**

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

**APPENDIX I THE AUTHORISATION TO THE BOARD AND ITS AUTHORISED PERSON TO  
DEAL WITH RELATED MATTERS IN CONNECTION WITH THE COMPANY'S  
INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES)  
AND LISTING ON THE CHINEXT MARKET AT ITS FULL DISCRETION**

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

It is proposed to authorise the board of directors and its authorised person at the general meeting of the Company to handle, at its/their sole discretion, all specific matters related to the initial public offering of RMB ordinary shares (A shares) and listing on the ChiNext of the Company, and the authorisation scope is as follows:

1. to formulate and implement the specific plans for the offering and listing within the scope of the resolution by the general meeting in accordance with the requirements of the China Securities Regulatory Commission/Shenzhen Stock Exchange and the actual situation of the security market, including but not limited to the timing of the offering, price range, final number of the shares in the offering, final price of the offering, final targets of the offering, start and end dates of the offering, listing place and all other matters related to the offering plans;
2. to handle matters related to the opening of special deposit accounts for the proceeds raised;
3. to approve, prepare, sign, submit and amend relevant contracts, agreements and legal documents involved in the offering and listing, as well as to reply to the feedbacks from the China Securities Regulatory Commission/Shenzhen Stock Exchange; to handle information disclosure matters related to the offering and listing (including but not limited to prospectus, reply announcements regarding feedbacks and offering result announcements);
4. to apply to the relevant government departments, regulatory bodies, stock exchanges and security registration and settlement institutions for the handling of relevant legal procedures for the offering and listing;
5. to make appropriate adjustments to the investment projects, investment amounts and specific arrangements funded with the proceeds in accordance with the requirements of the relevant competent authorities and changes in the security market and the operating market of the Company, except for matters stipulated by laws, regulations, normative documents and the Articles of Association which shall be reviewed and approved by the general meeting, and to determine the specific matters of the proposed investment funded with the proceeds and continue to handle matters related to the offering and listing;
6. to revise relevant provisions of the Articles of Association in accordance with the share issuance upon completion of the offering and listing, and carry out related industrial and commercial registration changes, filling, capital verification and other formalities regarding change in registered capital;

**APPENDIX I THE AUTHORISATION TO THE BOARD AND ITS AUTHORISED PERSON TO  
DEAL WITH RELATED MATTERS IN CONNECTION WITH THE COMPANY'S  
INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES)  
AND LISTING ON THE CHINEXT MARKET AT ITS FULL DISCRETION**

7. during the validity period of the resolution regarding the offering and listing, if there is any change in the policies regarding the offering and listing, the new policies shall prevail in order to continue handling all matters in relation to the offering and listing. Except for matters stipulated by laws, regulations and the Articles of Association that require re-voting by the general meeting, the board of directors shall make corresponding adjustments to specific issuance plans and related matters for the offering and listing, including but not limited to revising the stabilisation plan for maintaining share price within three years following its initial public offering and listing on the ChiNext, and adjusting the commitments and restrictive measures issued by the Company for the offering and listing;
8. to handle all other relevant matters associated with the offering and listing, within the scope permitted by laws, regulations, normative documents and the Articles of Association;
9. the above authorisation shall be effective for a period of 12 months from the date on which the resolution is passed at the general meeting.

APPENDIX II	PRICE STABILISING PLAN FOR THE A SHARES WITHIN THREE YEARS AFTER THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET
-------------	--

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## SHENZHEN DOBOT CORP LTD

### PRICE STABILISING PLAN WITHIN THREE YEARS AFTER INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET

SHENZHEN DOBOT CORP LTD (hereinafter referred to as the “**Company**”) proposes to apply for the initial public offering of RMB ordinary shares (A shares) and the listing on the ChiNext Market of the Shenzhen Stock Exchange (hereinafter referred to as the “**Offering and Listing**”). To protect the interests of investors, in accordance with the relevant requirements of the Opinions Regarding Further Promotion of Structural Reforms on Issue of New Shares (關於進一步推進新股發行體制改革的意見) issued by the China Securities Regulatory Commission (hereinafter referred to as the “**CSRC**”), the Company has formulated a price stabilizing plan for when the share price is lower than the net asset value per share within three years after the Offering and Listing. Details of which are as follows:

#### I. CONDITIONS FOR TRIGGERING PRICE STABILISING MEASURES

Within three years from the listing date of the A shares of the Company, if the closing prices of A shares the Company have all been lower than latest audited net asset value per share of the Company (net asset value per share = the latest audited net assets attributable to the shareholders of the parent company / the total number of shares of the Company, the same below) for 20 consecutive trading days (if there are ex-rights and ex-dividend events such as dividend distribution, bonus shares, and capital reserve conversion into share capital during the period, the above prices shall be adjusted accordingly, the same below), and the circumstance of the Company simultaneously satisfy the requirements for acts that will result in changes to the share capital such as share repurchase under the Company Law of the People's Republic of China (中華人民共和國公司法), the Securities Law of the People's Republic of China (中華人民共和國證券法), the CSRC and the stock exchange, the Company shall initiate price stabilising measures.

#### II. DETAILS OF PRICE STABILISING MEASURES

The Company and relevant entities shall implement price stabilising measures in the following order:

##### (1) Share Repurchase by the Company

1. For the purpose of price stabilising, share repurchase made by the Company shall comply with relevant laws and regulations such as the Rules for Share Repurchase of Listed Companies (上市公司股份回購規

則) and the Self-Regulatory Supervision Guidelines No. 9 for Listed Companies on the Shenzhen Stock Exchange - Share Repurchase (深圳證券交易所上市公司自律監管指引第9號－回購股份), and at the same time ensure that the repurchase will not cause the Company to fail to meet the listing condition in respect of shareholding distribution.

2. The board of directors of the Company shall resolve on the share repurchase. The directors of the Company shall undertake to vote in favor of matters relating to such repurchase at the board meeting. If, in accordance with the relevant provisions applicable at the time, the share repurchase requires the consideration and approval of the general meeting, the resolution on the share repurchase made at the general meeting of the Company shall be passed by more than two-thirds of the voting rights held by the shareholders present at the meeting. The controlling shareholder and actual controller of the Company shall undertake to vote in favor of matters relating to such repurchase at the general meeting.
3. When share repurchase is made by the Company for the purpose of price stabilising, it shall also meet the followings: (1) The funds for share repurchase made by the Company shall be its own funds, and the repurchase price shall not exceed the latest audited net asset per share of the Company; (2) The cumulative amount of funds used for repurchase in a single financial year of the Company shall not exceed 50% of the audited net profit attributable to the shareholders of the Company in the previous financial year; (3) The cumulative total amount of funds used by the Company for share repurchase shall not exceed the total amount of funds raised in the Offering and Listing of the Company.

**(2) Shareholding Increase by the Controlling Shareholder and Actual controller**

1. Controlling shareholder and actual controller of the Company shall increase their holdings of the shares of the Company on the premise that conditions stipulated in laws and regulations such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Measures for the Administration of Acquisitions of Listed Companies (上市公司收購管理辦法), as well as departmental rules and normative documents relating to the shareholding increase made by shareholders of the listed companies are met.

Provided that the shareholding of the Company increase made by the controlling shareholder and actual controller will not cause the Company to fail to meet the statutory listing conditions or trigger the

mandatory offer obligation of the controlling shareholder, if (1) the Company is unable to repurchase shares or the share repurchase proposal fails to obtain the approval at the general meeting of the Company; (2) although the Company implements the share repurchase plan, it still fails to meet the condition that "the closing prices of the shares of the Company for five consecutive trading days are all higher than the latest audited net asset per share", the controlling shareholder and actual controller shall increase their holdings of the shares of the Company on the premise that the requirements of the Measures for the Administration of Acquisitions of Listed Companies and relevant requirements of the CSRC are met.

2. When price stabilising is made to the share price of the Company by the controlling shareholder and actual controller under the aforementioned plan, the transaction price for increasing their holdings of A shares shall not exceed the latest audited net asset per share of the Company; the funds used for increasing the holdings of A shares shall not be less than 10% of the total cash dividends after tax received by the Company in the previous year, and no more than 20% of the total cash dividends after tax received by the Company in the previous year.

**(3) Shareholding Increase by Directors (Excluding Independent Directors, the Same Below) and Senior Management**

1. Directors and senior management of the Company shall increase their holdings of the A shares of the Company on the premise that conditions stipulated in laws and regulations such as the Company Law of the People's Republic of China and the Securities Law of the People's Republic of China, as well as departmental rules and normative documents relating to the shareholding increase made by directors and senior management of the listed companies are met.

If, after the plan for increasing holdings of the shares of the Company by its controlling shareholder and actual controller is implemented, the share prices of the Company still fail to meet the condition that "the closing prices of the shares of the Company for five consecutive trading days are all higher than the latest audited net asset per share of the Company", and the shareholding increase of the Company made by the directors and senior management will not cause the Company to fail to meet the statutory listing conditions or trigger the mandatory offer obligation of the controlling shareholder and actual controller, the directors or senior management who receive remuneration from the Company shall increase their holdings of the A shares of the Company on the premise that the conditions and requirements of relevant laws, regulations and normative documents are met.

2. When price stabilising is made to the share price of the Company by the directors or senior management who receive remuneration from the

Company under the aforementioned plan, the transaction price for increasing their holdings of the A shares of the Company shall not exceed the latest audited net asset per share of the Company; the funds used for increasing the holdings of A shares in a single year shall not be less than 10% of their total remuneration after tax received from the Company in the previous year and shall not exceed 20% of their total remuneration after tax received from the Company in the previous year; after the completion of the shareholding increase, the shareholding distribution of the Company shall meet the listing conditions, and the act of shareholding increase and information disclosure shall comply with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and other relevant laws and administrative regulations.

3. When new directors or senior management who receive remuneration from the Company are elected or appointed by the Company in the future, they shall all perform the corresponding undertakings made by the directors and senior management at the time when initial public offering and listing of RMB ordinary shares (A shares) was conducted by the Company.

#### **(4) Re-triggering of Price Stabilising Measures**

If, after the implementation of price stabilising measures on the share prices of the Company, the share price triggers the conditions for price stabilising measures again within three years after the listing of the Company, relevant responsible entities such as the Company, controlling shareholders, actual controllers, directors and senior management shall continue to perform relevant obligations in accordance with the above measures. In each calendar year, the mandatory obligation of Company to initiate price stabilising measures is limited to once.

### **III. CIRCUMSTANCES FOR TERMINATION OF THE PRICE STABILISING PLAN**

From the date of price stabilising plan announced by the Company, if any of the following circumstances occur, it shall be deemed that the implementation of the current price stabilising measures and the performance of undertakings are completed, and the announced price stabilising plan shall terminate:

1. The closing prices of the A shares of the Company have been higher than the latest audited net asset value per share of the Company for five consecutive trading days (after the latest audit benchmark date, if the net assets or the total number of shares of the Company change due to profit distribution, capital reserve conversion into shares, additional issuance, rights issue, etc., the net asset value per share shall be adjusted accordingly);
2. If the act that the Company continues to repurchase shares or the controlling shareholders, actual controllers, directors and senior management increase

<b>APPENDIX II      PRICE STABILISING PLAN FOR THE A SHARES WITHIN THREE YEARS AFTER THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET</b>
--

their holdings of the A shares of the Company will cause the Company to fail to meet the listing condition in respect of shareholding distribution;

3. Continuing to increase shareholdings will trigger the mandatory offer obligation of the controlling shareholders and/or actual controllers and/or directors and/or senior management and they have no plan to make an offer;
4. The quantity of shares purchased or the amount of funds used for share purchase by each relevant entity has reached the upper limit within 12 consecutive months.

#### **IV. RESTRICTIVE MEASURES**

The Company will prompt and procure its controlling shareholders, actual controllers, directors, and senior management (including the existing directors and senior management of the Company, as well as new directors and senior management elected or appointed in the future) to strictly perform the corresponding undertakings made by the Company, controlling shareholders, actual controllers, directors, and senior management regarding price stabilising measures at the time when the initial public offering and listing of shares was made by the Company.

The Company voluntarily accepts the supervision of relevant competent authorities such as securities regulatory departments and stock exchanges over the formulation and implementation of the price stabilising plan and assumes legal responsibilities. If, when the pre-conditions for initiating price stabilising measures are met, the Company, controlling shareholder, actual controller, directors, and senior management fail to take the abovementioned specific measures for price stabilising, the relevant responsible entities undertake to be subject to the following restrictive measures:

1. The relevant responsible entities shall explain to the public, through the Company at the general meeting of the Company and in the newspapers designated by the CSRC, specifically why the abovementioned price stabilising measures are not taken, apologise to the shareholders and public investors of the Company, and put forward supplementary undertakings or alternative undertakings to protect the rights and interests of investors as far as practicable.
2. The relevant responsible entities voluntarily accept the supervision of regulatory agencies, self-regulatory organisations, and the general public, and will assume corresponding responsibilities in accordance with the law if they are in breach of relevant undertakings.

Subject to the consideration and approval by the general meeting of the Company, this plan shall come into effect on the date when the initial public offering and listing of RMB ordinary shares (A shares) made by the Company in the Chinese mainland takes place.

Board of Directors of SHENZHEN DOBOT CORP LTD

<b>APPENDIX III      DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS AFTER THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET</b>
---

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS (INCLUDING THE YEAR OF LISTING) AFTER THE INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET**

In order to improve and strengthen the Company for a scientific, continuous, and stable dividend decision-making and supervision mechanism, effectively protect the legitimate rights and interests of investors, realise shareholders' value, and actively bring return to investors, and guide investors to establish long-term and rational investment concepts, in accordance with the requirements of laws and regulations such as the Company Law of the People's Republic of China (中華人民共和國公司法), the Notice on Further Implementation of Matters Relevant to the Cash Dividend Distribution of Listed Companies (關於進一步落實上市公司現金分紅有關事項的通知) and Guidelines No. 3 on the Supervision and Administration of Listed Companies — Cash Dividend Distribution of Listed Companies (上市公司監管指引第3號—上市公司現金分紅) issued by the China Securities Regulatory Commission, the Company proposes to formulate the Dividend Return Plan for Shareholders within Three Years (Including the Year of Listing) after the Initial Public Offering of RMB Ordinary Shares (A shares) of SHENZHEN DOBOT CORP LTD and Listing on the ChiNext Market (hereinafter referred to as “the Plan”).

#### **I. FACTORS CONSIDERED IN THE FORMULATION OF THE PLAN**

The formulation of the Plan focuses on the strategic targets, current business operations, and the needs of sustainable development of the Company. Having considered comprehensively the actual business conditions, current stage, requirements and willingness of shareholders, social capital cost and external financing conditions, and cash flow status of the Company, a systemic arrangement for profit distribution is made to ensure the continuity and stability of the profit distribution policy, safeguard the right of investors to enjoy asset income in accordance with the law, attach importance to reasonable investment returns for investors, and take into account the sustainable development of the Company.

#### **II. PRINCIPLES FOR THE FORMULATION OF THE PLAN**

1. The Plan has fully considered and solicited the opinions from the shareholders (especially small and medium investors) and independent directors of the Company.
2. The Plan strictly complies with the provisions of laws and regulations such as the Company Law and the Guidelines No. 3 on the Supervision and Administration of Listed Companies — Cash Dividend Distribution of Listed Companies, as well as the Articles of Association of SHENZHEN DOBOT CORP LTD regarding profit distribution.

3. The Plan attaches importance to reasonable investment returns for shareholders, gives priority to cash dividends, while taking into account the sustainable development of the Company. Profit distribution of the Company shall not exceed the scope of the cumulative distributable profits and shall not damage the continuity of the Company.

### III. DETAILS OF THE PLAN

#### (1) Methods and Priority of Profit Distribution

The Company may distribute profits in the form of cash, shares, a combination of cash and shares, or other methods permitted by law. On the premise that the Company is profitable and the cash can meet its continuous operation and long-term development, the Company shall give priority to distributing dividends in cash.

#### (2) Time Interval of Profit Distribution

The Company shall maintain the continuity and stability of its profit distribution policy. Under the condition that the profit distribution requirements are met, in principle, profit distribution shall be made by the Company once a year. When the conditions are met, upon consideration and approval by its general meeting, interim profit distribution may be made by the Company. After a resolution on profit distribution plan is made at its general meeting, the board of directors of the Company must complete the distribution of dividends (or shares) within two months after the general meeting is held.

#### (3) Proportion and Conditions of Cash Distribution

Three years after listing, on the premise that the Company is profitable in the current year, the accumulated distributable profit is positive, and the normal operation and continuous development of the Company are guaranteed, if the Company has no major investment plans or major capital expenditure arrangements (other than fundraising for investment projects) after full appropriation to the statutory reserve fund and discretionary reserve fund, the Company may distribute no less than 10% of the distributable profit realised in the current year in cash each year, and the cumulative distributed profit in cash in the three years after listing may be no less than 30% of the average annual distributable profit realised in the three years after listing.

<b>APPENDIX III      DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS AFTER THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET</b>
---

The board of directors of the Company shall, after comprehensively considering factors such as the industry characteristics, development stage, business model, profitability of the Company, and whether there are major capital expenditure arrangements, propose a differentiated cash dividend policy, provided that the proportion of cash dividends in such profit distribution meets the following requirements:

1. Where the Company is in the mature stage and has no major capital expenditure arrangements, when profit distribution is made, the proportion of cash dividends in such profit distribution shall reach at least 80%;
2. Where the Company is in the mature stage and has major capital expenditure arrangements, when profit distribution is made, the proportion of cash dividends in such profit distribution shall reach at least 40%;
3. When the Company is in the growth stage and has major capital expenditure arrangements, when profit distribution is made, the proportion of cash dividends in such profit distribution shall reach at least 20%;
4. If it is difficult to distinguish the development stage of the Company but it has major capital expenditure arrangements, the Company may handle it in accordance with the above provisions.

The specific proportion of profits distributed in cash shall be proposed by the board of directors based on the Company's profitability and business development plan and submitted to the general meeting for consideration.

If the above conditions are not met, the board of directors of the Company may decide not to pay cash dividends. However, it shall explain in the regular report why cash dividends are not paid and the use of the funds (if any) that are not used for cash dividends and retained in the Company. If the independent directors believe that the legitimate rights and interests of the Company and small and medium investors are damaged, they shall express independent opinions and disclose them to the public.

**(4) Conditions for scrip dividend distribution**

Three years after listing, where the Company is in sound operation, and the board of directors believes that the share price of the Company does not reflect its share capital scale and the payment of scrip dividends is beneficial to the interests of all shareholders of the Company as a whole, on the premise that a portion of the latest cash dividends is ensured and a reasonable share capital scale and shareholding structure of the Company is maintained, and considering the return to

<b>APPENDIX III      DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS AFTER THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET</b>
---

investors and the sharing of corporate value, the Company may distribute profits in the form of scrip dividends when the valuation of the shares of the Company is within a reasonable range. The scrip dividend distribution shall be proposed by the board of directors and submitted to the general meeting for consideration.

#### **IV. PRINCIPLES FOR THE USE OF UNDISTRIBUTED PROFITS**

1. The distributable profits that are not distributed in the current year may be retained for distribution in the next year;
2. Apart from appropriating surplus reserves and supplementing the working capital of the Company, the undistributed profits retained by the Company are mainly used for research and development of new products, technological transformation, capacity expansion, etc., to enhance the its core competitiveness;
3. When the normal production and operation capital needs of the Company are met, the undistributed profits retained by the Company shall be invested in businesses that can bring shareholders stable returns, so as to continue the expansion and development around its principal business, thereby preserving and increasing the value of shareholders' assets and ultimately maximising the interests of shareholders.

#### **V. DECISION-MAKING MECHANISM AND PROCEDURES FOR THE COMPANY'S PROFIT DISTRIBUTION POLICY**

The formulation of and amendment to the profit distribution policy of the Company shall be proposed by the board of directors to the general meeting. If independent directors believe that the legitimate rights and interests of the Company and small and medium investors may be damaged, they shall express independent opinions. Independent directors may solicit the opinions from small and medium shareholders, propose dividend proposals, and submit them directly to the board of directors for consideration.

Before the general meeting deliberates on the details of cash dividend plan, the Company shall actively communicate and exchange views with shareholders, especially small and medium shareholders, through various channels, fully listen to the opinions and demands of small and medium shareholders, and timely answer the questions that small and medium shareholders are concerned about.

The formulation of and amendment to the profit distribution policy of the Company shall be submitted to its general meeting for consideration, and shall be approved by more than two-thirds of the voting rights represented by the shareholders (including proxies of the shareholders) present at the general meeting. Arrangement through the trading system of the stock exchange and the online voting system shall also be made at the convenience of small and medium investors to participate in the general meeting.

## VI. FORMULATION CYCLE AND ADJUSTMENT TO DECISION-MAKING PROCEDURES FOR THE DIVIDEND RETURN PLAN FOR SHAREHOLDERS WITHIN THREE YEARS AFTER LISTING

The Company shall review the return plan for shareholders within three years after listing every three years. Based on the opinions from shareholders (especially small and medium shareholders) and independent directors, it shall make *mutatis mutandis* amendments to the profit distribution policy being implemented by the Company to determine the shareholder return plan for this period, and ensure that its content does not violate relevant laws and regulations and the profit distribution policy stipulated in the Articles of Association.

When there are significant changes in the external business environment that cause a material impact on the production and operation of the Company, or significant changes its own business conditions and the existing profit distribution policy affects the continuing operation of the Company, or if the relevant competent authorities of the State issue new laws and regulations or normative documents on the profit distribution policy of listed companies, the Company may make *mutatis mutandis* amendments and adjustments to the dividend return plan for the shareholders. The adjusted profit distribution policy shall not violate relevant requirements of the China Securities Regulatory Commission and relevant regulatory departments such as the stock exchange. The board of directors of the Company shall, after taking into account specific business data, give due consideration to factors such as the current external economic environment, profit scale, cash flow position, development stage, expected major investments and capital requirements of the Company, put forward a plan for adjusting the future dividend return plan for the shareholders and submit it to the general meeting for consideration. The adjustment to the dividend return plan for the shareholders shall be based on the protection of shareholders' rights and interests. The reasons for such adjustment shall be fully illustrated and explained in the proposal submitted to the general meeting, and relevant decision-making procedures shall be strictly followed.

## VII. EFFECTIVENESS AND INTERPRETATION

Matters not covered in the Plan shall be implemented in accordance with relevant laws, regulations, rules, normative documents and the provisions of the Articles of Association. The Plan shall be interpreted by the board of directors of the Company, and shall come into force and be implemented as of the date of approval by the general meeting of the Company. The same shall apply when it is revised and amended.

Board of Directors of SHENZHEN DOBOT CORP LTD

APPENDIX IV	IMPACTS AND REMEDIAL MEASURES ON DILUTION OF IMMEDIATE RETURN FROM THE COMPANY'S INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET
-------------	--

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **ANALYSIS OF IMPACTS AND REMEDIAL MEASURES ON DILUTION OF IMMEDIATE RETURN FROM THE INITIAL PUBLIC OFFERING OF RMB ORDINARY SHARES (A SHARES)**

In accordance with the relevant requirements of the Several Opinions of the State Council on Further Promoting the Sound Development of the Capital Markets (Guo Fa [2014] No. 17) (國務院關於進一步促進資本市場健康發展的若干意見(國發[2014]17號)), the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legitimate Rights and Interests of Small and Medium Investors in the Capital Markets (Guo Ban Fa [2013] No. 110) (國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見(國辦發[2013]110號)), and the Guiding Opinions on Matters Concerning the Dilution of Immediate Returns from the Initial Public Offering, Refinancing, and Material Asset Restructuring (CSRC Announcement [2015] No. 31) (關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見(證監會公告[2015]31號)), SHENZHEN DOBOT CORP LTD (hereinafter referred to as the "Company") has conducted an analysis on the impacts on dilution of immediate return from the public offering of RMB ordinary shares (A Shares) and listing on the ChiNext Market of the Shenzhen Stock Exchange (hereinafter referred to as the "Offering"). The following illustrates matters such as the impact of the Offering on the dilution of immediate return of the Company, the remedial measures proposed by the Company, and the undertakings made by relevant parties to ensure the effective implementation of remedial measures of the Company:

#### **I. IMPACT OF THE OFFERING ON MAJOR FINANCIAL INDICATORS OF THE COMPANY**

After the proceeds from the Offering are received, net assets and total share capital of the Company will increase accordingly. Since it takes a certain construction period for the investment projects funded by the proceeds to generate benefits from investment, it is expected that operating performance is difficult to be realised in the short term. During this period, returns on shareholders are mainly achieved through the existing business of the Company. If the profitability of the Company does not increase significantly during this period, there is a risk that the return on net assets and earnings per share of the Company would decline.

## II.    DETAILS OF REMEDIAL MEASURES ON DILUTION OF IMMEDIATE RETURN

### 1.    **Strengthen the Management of Proceeds Raised and Improve the Efficiency of Use of Proceeds**

The investment projects funded by the proceeds raised from the share offering of the Company is in compliance with the national industrial policies and the development strategy of the Company. In strict accordance with the rules and regulations such as the Regulatory Rules for Funds Raised by Listed Companies (上市公司募集資金監管規則) and the provisions of the Articles of Association, the Company will clearly stipulate matters such as the designated account for the maintenance, use, change, supervision, and liability investigation of the proceeds raised. The Company will allocate internal resources to accelerate the construction of the investment projects funded by the raised proceeds, improve the efficiency of use of proceeds, and strive to achieve the expected benefits of the projects as soon as possible after reaching the designed production capacity.

### 2.    **Improve the Efficiency of Daily Operations, Reduce Operating Costs, and Enhance Operating Performance**

The Company will take measures to improve operational efficiency, strengthen budget management, control its expenses, enhance the efficiency of capital utilisation, and comprehensively and effectively control business and management risks. In addition, the Company will actively optimise the salary and incentive mechanism, recruit outstanding talents from the market, stimulate employees' work enthusiasm, fully enhance their innovation awareness, and give full play to their creativity. Through the above measures, the Company will comprehensively improve operational efficiency and reduce costs, thereby further enhancing its operating performance.

### 3.    **Improve the Profit Distribution Mechanism and Strengthen the Return on Investors**

The Company has formulated a clear return plan for shareholders, and will actively implement profit distribution to shareholders and optimise the investment return mechanism. In addition, on the basis of fully listening to the opinions from small and medium shareholders, the Company will continuously refine the cash dividend policy and strictly implement it after taking into account the actual operation and development plan, and strive to increase the return on shareholders' investment.

**4.      Improve the Core Competitiveness and Continuity of the Company**

The Company will continuously enhance its own innovation ability, improve the internal management and talent cultivation mechanism, increase the market share and technological advancement of products, and actively integrate resources by leveraging the capital market to maintain strong market competitiveness and continuity.

**5.      Strengthen Operation Management and Internal Control**

The Company will further improve the level of operation management, strengthen business management and internal control, and enhance the overall operating ability of the Company. It will strive to improve the efficiency of capital utilisation, improve and strengthen the investment decision-making process, design a more reasonable plan for use of proceeds, rationally leverage various financing tools and channels, control the capital cost of the Company, and save financial expenses. At the same time, the Company will also continue to strengthen its internal control, cost management as well as budget execution and supervision to take comprehensive and effective control over its operation and management risks.

**6.      Improve the Corporate Governance Structure**

The Company will strictly abide by the provisions of laws, regulations, and normative documents such as the Company Law of the People's Republic of China (中華人民共和國公司法) and the Securities Law of the People's Republic of China (中華人民共和國證券法), continuously improve the governance structure, ensure that shareholders can fully exercise their rights, ensure that the board of directors can exercise its powers in accordance with laws, regulations, and the Articles of Association of the Company, and make scientific, prompt, and careful decisions, ensure that independent directors can duly perform their duties, safeguard the interests of the Company as a whole, especially the legitimate rights and interests of small and medium shareholders, and safeguard the interests of all shareholders of the Company.

The above remedial measures are not indicative of a guarantee on the Company's future profits. The Company will, in its future periodic reports, continuously disclose the completion progress of the remedial measures on immediate return and the performance of the undertakings made by the relevant undertaking subjects.

### **III. UNDERTAKINGS BY THE CONTROLLING SHAREHOLDER AND THE ACUTAL CONTROLLER**

To ensure its effective implementation of the abovementioned remedial measures on dilution of immediate return, Liu Peichao, the controlling shareholder and the actual controller of the Company, hereby undertakes:

1. Not to interfere with the operation and management activities of the Company beyond the scope of authority;
2. Not to encroach on the interests of the Company;
3. After giving these undertakings, if the CSRC or the Shenzhen Stock Exchange issues other new regulatory requirements regarding the remedial measures on return and its undertakings, and the above undertakings no longer meet such requirements of the CSRC or the Shenzhen Stock Exchange, I hereby undertake to give supplementary undertakings in accordance with the latest requirements of the CSRC or the Shenzhen Stock Exchange.
4. I will earnestly implement the relevant remedial measures on return adopted by the Company and any undertakings I have made regarding the remedial measures on dilution of immediate return. If I am in breach of or refuse to perform the above undertakings, I am willing to be held liable in accordance with the relevant requirements of the CSRC and the Shenzhen Stock Exchange.

### **IV. UNDERTAKINGS BY THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY**

To ensure its effective implementation of the abovementioned remedial measures on dilution of immediate return, the directors and senior management of the Company hereby undertake:

1. To be faithful and diligent in performance of duties to safeguard the legitimate rights and interests of the Company and all shareholders. Not to transfer benefits to other entities or individuals at nil consideration or under unfair conditions, nor damage the interests of the Company in other ways;
2. Act to restrain our duty-related spending;
3. Not to use the asset of the Company for investment or spending unrelated to the performance of duties;

APPENDIX IV      IMPACTS AND REMEDIAL MEASURES ON DILUTION OF IMMEDIATE RETURN  
FROM THE COMPANY'S INITIAL PUBLIC OFFERING OF  
RMB ORDINARY SHARES (A SHARES) AND LISTING ON THE CHINEXT MARKET

4. Within our own duties and the scope of authority, we shall promote the alignment of interest between the remuneration system formulated by the board of directors or the Remuneration and Appraisal Committee of the Company and the implementation of the remedial measures on return;
5. If the Company proposes to implement equity incentives, within our own duties and the scope of authority, we shall promote the alignment of interest between the exercise conditions of the equity incentives to be announced by the Company and the implementation of the remedial measures on return of the Company;
6. After giving these undertakings, if the China Securities Regulatory Commission or the Shenzhen Stock Exchange issues other new regulatory requirements regarding the remedial measures on return and its undertakings, and the above undertakings no longer meet such requirements of the China Securities Regulatory Commission or the Shenzhen Stock Exchange, we hereby undertake to give supplementary undertakings in due course in accordance with the latest requirements of the China Securities Regulatory Commission or the Shenzhen Stock Exchange;
7. As one of the relevant responsible parties to the remedial measures on return, if we are in breach of or refuse to perform the above undertakings, we agree that securities regulatory authorities such as the China Securities Regulatory Commission and the Shenzhen Stock Exchange may impose penalties on us or take relevant regulatory measures in accordance with the relevant regulations and rules formulated or issued by them. If the breach of the above undertakings causes losses to the Company or investors, we shall legally be liable for the compensation to the Company or investors.

Board of Directors of SHENZHEN DOBOT CORP LTD

<b>APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Commitment on Redemption and Repurchase of Shares Involved in Fraudulent Issuance and Listing**

Whereas SHENZHEN DOBOT CORP LTD (“**the Company**”) applies for the initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market (“**the IPO**”), the Company hereby makes the following statements and commitments:

- I. The contents contained in the listing application documents, including the prospectus, are true, accurate, and complete, and there are no false statements, misleading representations, or material omissions, nor is there any circumstance where the Company does not meet the issuance and listing conditions but fraudulently obtains issuance registration.
  
- II. If the securities regulatory authorities or other authorized departments determine that there are any false statements, misleading representations, or material omissions in the content of the listing application documents, including the prospectus, and such circumstances have a significant and substantial impact on determining whether the Company meets the statutory issuance conditions, or if there is a situation of fraudulently obtaining issuance registration, the Company undertakes to repurchase all new shares involved in the IPO in accordance with the law in the following manner:
  1. If the above circumstances occur after the completion of the issuance of the new shares in the IPO but before the shares are listed and traded, the Company shall, within five working days from the date of occurrence of such circumstances, return the raised funds to investors who have paid for the share subscription at the issue price plus bank deposit interest for the same period;
  
  2. If the above circumstances occur after the new shares in the IPO have been listed and traded, the Company shall, within five working days from the date of occurrence of such circumstances, formulate a share repurchase plan and submit it to the board of directors and the shareholders’ meeting for review and approval in accordance with relevant laws, regulations, and the Articles of Association of the Company. The repurchase price shall not be lower than the Company’s share issue price (referring to the issue price for the IPO of A-shares; if the Company undergoes ex-rights or ex-dividend adjustments after listing due to cash dividend distribution, rights issue, bonus share issuance, share consolidation, share split, conversion of capital reserves

**APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING  
MEASURES IN CONNECTION WITH  
THE A SHARE OFFERING**

into share capital, or additional issuance of new shares, the adjustments shall be made in accordance with the relevant provisions of the Shenzhen Stock Exchange) plus bank interest for the corresponding period calculated at the demand deposit rate from the issuance to the repurchase.

- III. If the contents of the listing application documents, including the prospectus, are determined by the securities regulatory authority or other competent department to contain false statements, misleading representations, or material omissions, or if there is any circumstance of fraudulently obtaining issuance registration, resulting in any losses to investors in securities transactions, the Company shall bear civil compensation liability in accordance with relevant laws and regulations and compensate investors for their losses. The amount of compensation for such losses shall be limited to the actual direct losses incurred by investors as a result. Specific details such as the compensation standard, scope of the compensated, and compensation amount shall be determined based on the final compensation plan when the above circumstances actually occur, or in accordance with the methods or amounts determined by the securities regulatory authority or judicial authorities.

**SHENZHEN DOBOT CORP LTD**

**Commitment on Profit Distribution Policy**

Whereas SHENZHEN DOBOT CORP LTD (“**the Company**”) applies for the initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market (“**the IPO**”), the Company hereby makes the following statements and commitments:

- I. After the initial public offering and listing of our company, we will, following the profit distribution procedures, implement profit distribution in strict accordance with the profit distribution policies in the “Articles of Association (Draft) of SHENZHEN DOBOT CORP LTD” formulated for the IPO and other institutional documents such as the “Shareholders’ Dividend Return Plan of SHENZHEN DOBOT CORP LTD in three years after Initial Public Offering of RMB Ordinary Shares (A-shares) and Listing on the ChiNext Market (including the year of listing)” approved by the shareholders’ meeting of our company.
  
- II. If the Company is unable to fulfill the above commitments due to reasons other than force majeure, we will take the following restrictive measures:
  1. The Company will publicly explain the specific reasons for the failure to fulfill its commitments at the shareholders’ meeting and designated media of the China Securities Regulatory Commission, and apologize to shareholders of the Company and the general public investors.
  
  2. If the investors suffer any losses in securities transactions due to the Company’s failure to fulfill the above commitments, the Company will compensate investors for the relevant losses in accordance with the law. The investors’ losses will be determined based on the amount agreed upon through negotiation with the investors or the amount identified by the securities regulatory authorities or other competent authorities.
  
- III. If the Company is unable to fulfill the above commitments due to force majeure, we will take the following restrictive measures:
  1. The Company will publicly explain the specific reasons for not fulfilling its commitments at the shareholders’ meeting and on media designated by the China Securities Regulatory Commission.
  
  2. The Company will study and propose a solution to minimize the loss of investor interests as soon as possible, submit it to the shareholders’ meeting for review, and make every effort to protect the interests of the investors of the Company.

**SHENZHEN DOBOT CORP LTD**

**Commitment letter on Taking Restrictive Measures in case of  
Unfulfilled Commitments**

Intending for the initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market (“**the IPO**”), SHENZHEN DOBOT CORP LTD (“**the Company**”) hereby solemnly undertakes to strictly fulfill the commitments disclosed in the prospectus for the initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market (“**the prospectus**”), and undertake to strictly comply with the following restrictive measures:

1. The Company will strictly fulfill all public commitments made in connection with its initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market, and actively accept social supervision;
2. If the relevant commitments made by the Company in the prospectus are not fulfilled, become genuinely impossible to fulfill, or cannot be fulfilled on schedule (except due to reasons beyond the Company’s control such as changes in relevant laws, regulations, or policies, natural disasters, or other force majeure events), the Company will adopt the following measures:
  - (1) Timely and fully disclose the specific reasons for the failure to fulfill, impossibility to fulfill, or inability to fulfill relevant commitments on schedule;
  - (2) Propose supplementary commitments or alternative commitments to the Company’s investors to protect investors’ rights and interests to the greatest extent possible;
  - (3) Submit the above supplementary or alternative commitments to the shareholders’ meeting for review;
  - (4) If actual losses are caused to investors due to the breach of commitments, compensation will be provided to investors in accordance with the law.
3. If commitments are not fulfilled, become genuinely impossible to fulfill, or cannot be fulfilled on schedule due to reasons beyond the Company’s control such as changes in relevant laws, regulations, or policies, natural disasters, or other force majeure events, the Company will timely and fully disclose the specific reasons for the failure to fulfill, the impossibility to fulfill, or the inability to fulfill the commitments on schedule, apologize to shareholders and public investors, and promptly study new solutions to protect investors’ rights and interests to the greatest extent possible.

<b>APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

**Commitment Letter on Stabilizing the Stock Price of  
SHENZHEN DOBOT CORP LTD**

In order to maintain the stability of the Company's listed stock price and fully protect the rights and interests of the issuer's shareholders, especially small and medium-sized shareholders, SHENZHEN DOBOT CORP LTD ("the Company") and its controlling shareholder, actual controller, directors (excluding independent directors), and officers make the following commitments regarding the Company's initial public offering of RMB ordinary shares (A-shares) and stabilizing the stock price within three years after listing on the ChiNext Market in accordance with relevant laws, administrative regulations, and normative documents such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Opinions of the China Securities Regulatory Commission Regarding Further Promotion of Structural Reforms on Issue of New Shares:

**I.    TRIGGER CONDITIONS FOR SHARE PRICE STABILIZATION MEASURES**

Within three years from the date of listing of the Company's A shares, if the closing price of the Company's A shares for 20 consecutive trading days (if the Company undergoes ex-rights or ex-dividend adjustments such as dividend distribution, bonus share issuance, or capitalization of capital reserves during this period, the aforementioned price shall be adjusted accordingly, the same below) is lower than the Company's latest audited net assets per share (net assets per share = latest audited net assets attributable to the parent company shareholders/total number of the Company's shares, the same below), and the Company's situation simultaneously meets the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the CSRC and the stock exchange regarding share repurchase and other equity change, the Company will initiate share price stabilization measures.

**II.   SPECIFIC MEASURES TO STABILIZE STOCK PRICES**

The Company and relevant parties will implement share price stabilization measures in the following order:

**(1)   Share repurchase by the Company**

1.   The Company's repurchase of shares for the purpose of stabilizing the share price shall comply with the relevant provisions of laws and regulations such as the Rules for Share Repurchase by Listed Companies and the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 9 – Share Repurchase, and shall simultaneously ensure that the repurchase result will not cause the Company's equity distribution to fail to meet the listing conditions.

<b>APPENDIX V      UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

2. The Board of Directors of the Company shall pass a resolution on the share repurchase, and the directors of the Company undertake to vote in favor of such repurchase at the Board meeting. If, according to the relevant provisions then applicable at that time, the share repurchase requires approval by the shareholders' meeting, then the shareholders' meeting of the Company shall pass a resolution on the share repurchase by a two-thirds majority of the voting rights held by the shareholders present at the meeting. The Company's controlling shareholder and actual controller undertake to vote in favor of such repurchase at the shareholders' meeting.
  
3. The Company's share repurchase for the purpose of stabilizing the share price shall also meet the following conditions: (1) The funds for the Company's share repurchase shall be its own funds, and the repurchase price shall not exceed the latest audited net assets per share of the Company; (2) The cumulative amount of funds used by the Company for repurchase in a single fiscal year shall not exceed 50% of the audited net profit attributable to the shareholders of the Company in the previous fiscal year; (3) The total cumulative funds used by the Company for share repurchase shall not exceed the total funds raised from this issuance and listing.

**(2) Shareholding increase by controlling shareholder and actual controller**

1. The controlling shareholder and actual controller of the Company shall increase their shareholding in the Company subject to the conditions stipulated by laws and regulations such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Acquisition of Listed Companies, and relevant departmental rules and normative documents concerning shareholding increases by the shareholders of listed companies.

If (1) the Company is unable to implement the share repurchase or the share repurchase proposal is not approved by the Company's shareholders' meeting; (2) even after the Company implements the share repurchase plan, the condition that "the closing price of the shares in the Company is higher than the latest audited net assets per share for 5 consecutive trading days" is still not met, the controlling shareholder and actual controller shall increase their shareholding in the Company subject to the relevant provisions of the Measures for the Administration of Acquisition of Listed Companies and the CSRC, provided that the shareholding increase by the controlling shareholder

<b>APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

and actual controller will not cause the Company to fail to meet the statutory listing conditions or trigger the tender offer obligation of the controlling shareholder.

2. When implementing the aforementioned plan to stabilize the Company's share price, the controlling shareholder and actual controller shall not increase their holdings of A shares at a share price exceeding the latest audited net assets per share of the Company; the funds used for increasing holdings of A shares shall not be less than 10% of the after-tax total cash dividends they received from the Company in the previous year, and shall not exceed 20% of the after-tax total cash dividends they received from the Company in the previous year.

**(3) Shareholding increase by directors (excluding independent non-executive directors, the same below) and officers increase their holdings**

1. The directors and officers of the Company shall increase their shareholding in the Company subject to the conditions stipulated by laws and regulations such as the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and relevant departmental rules and normative documents concerning shareholding increases by the directors and officers of listed companies.

After the implementation of the shareholding increase plan by the controlling shareholder and actual controller of the Company, if the shares in the Company still do not meet the condition that "the closing price of the shares in the Company is higher than the latest audited net assets per share for 5 consecutive trading days", and the shareholding increase by directors and officers will not cause the Company to fail to meet the statutory listing conditions or prompt the controlling shareholder and actual controller to fulfill the tender offer obligation, the directors or officers who receive remuneration from the Company shall increase their shareholding in the Company's A shares subject to the conditions and requirements of relevant laws, regulations, and normative documents.

2. When implementing the aforementioned plan to stabilize the Company's share price, the directors or officers who receive remuneration from the Company shall not increase their holdings of A shares at a share price exceeding the latest audited net assets per share of the Company; the funds used for increasing their holdings of A shares in a single year shall not be less than 10% of the total after-tax remuneration they received from the Company in the previous year, and shall not exceed 20% of the total after-tax remuneration they received from the Company in the previous year; after the completion of the shareholding increase, the Company's equity distribution shall meet the

<b>APPENDIX V      UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

listing conditions, and the shareholding increase behavior and information disclosure shall comply with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and other relevant laws and administrative regulations.

3. If the Company elects or appoints any new directors or officers in the future who receive remuneration from the Company, they shall all fulfill the corresponding commitments made by the directors and officers at the time of the Company's initial public offering of RMB ordinary shares (A shares) and listing.

**(4) Re-triggering of measures to stabilize stock prices**

After the implementation of the share price stabilization measures of the Company is completed, if the share price triggers the conditions for initiating share price stabilization measures again within three years after the Company's listing, then the Company, the controlling shareholder, the actual controller, the directors, the officers, and other relevant responsible parties shall continue to perform relevant obligations in accordance with the above measures. In each calendar year, the Company's obligation to implement share price stabilization measures shall be triggered only once.

**III. TERMINATION OF SHARE PRICE STABILIZATION PLAN**

From the date of the announcement of the share price stabilization plan of the Company, if any of the following situations occur, the current share price stabilization measures shall be deemed completed and the commitments fulfilled, and the implementation of the announced share price stabilization plan shall be terminated:

1. The closing price of the A-shares in the Company has been higher than the Company's latest audited net asset value per share for five consecutive trading days (after the latest audit base date, if there are any changes in the net asset value or total number of shares of the Company due to profit distribution, capitalization of capital reserves, additional issuance, rights issue, etc., the net asset value per share will be adjusted accordingly);
2. The Company continuing to repurchase shares or the controlling shareholder, actual controller, directors, or officers continuing to increase their holdings in the A shares of the Company would cause the equity distribution of the Company to fail to meet the listing conditions;
3. Continuing to increase shareholding would cause the requirement for the controlling shareholder and/or actual controller and/or directors and/or officers to fulfill the tender offer obligation and they have no plan to implement the tender offer;

<p style="text-align: center;"><b>APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b></p>
--

4. The number of shares purchased or the amount used to purchase shares by each relevant party within 12 consecutive months has reached the upper limit.

#### **IV. RESTRICTIVE MEASURES**

The Company will remind and urge its controlling shareholder, actual controller, directors, and officers (including the Company's current directors and officers, as well as directors and officers to be elected or appointed in the future) to strictly fulfill the corresponding commitments regarding share price stabilization measures made by the Company, controlling shareholder, actual controller, directors, and officers at the time of the Company's initial public offering and listing of shares.

The Company voluntarily accepts supervision from relevant authorities such as the securities regulatory authorities and the stock exchange regarding the formulation and implementation of the share price stabilization plan, and bears legal liability. If, when the prerequisites for initiating share price stabilization measures are met, the Company, controlling shareholder, actual controller, directors, or officers fail to take the specific measures for stabilizing the share price as mentioned above, the relevant responsible parties undertake to accept the following restrictive measures:

1. The relevant responsible parties shall, through the Company, publicly explain the specific reasons for not taking the aforementioned share price stabilization measures at the shareholders' meeting of the Company and in newspapers designated by the CSRC, apologize to the shareholders and public investors, and propose supplementary commitments or alternative commitments to protect investors' rights and interests to the greatest extent possible.
2. The relevant responsible parties voluntarily accept supervision from regulatory authorities, self-regulatory organizations, and the public, and if they breach relevant commitments, they shall bear corresponding responsibilities in accordance with the law.

**SHENZHEN DOBOT CORP LTD**

**Commitment Letter on Shareholder Information Disclosure**

Whereas SHENZHEN DOBOT CORP LTD (“**the Company**”) applies for the initial public offering of RMB ordinary shares (A-shares) and listing on the ChiNext Market (“**the IPO**”), the Company hereby makes the following commitments on the shareholder information disclosure in accordance with the requirements of laws and regulations such as the “Guidelines for the Application of Regulatory Rules – Regarding the Disclosure of Shareholder Information of Enterprises Applying for Initial Public Offering”:

1. The shareholders of the Company’s unlisted domestic shares are all qualified to hold the shares in the Company, and there are no circumstances where any persons prohibited from holding shares by laws, regulations, or rules directly or indirectly hold the Company’s unlisted domestic shares.
2. Except as disclosed in the prospectus for this issuance and listing, the intermediaries for this issuance, or their responsible persons, officers, and handling personnel, do not directly or indirectly hold any unlisted domestic shares or other equity interests in the Company.
3. The shareholders of the Company’s unlisted domestic shares do not engage in any improper benefit transfer arrangements involving the Company’s equity.
4. There are no circumstances where former employees of the CSRC system, or their parents, spouses, children, or children’s spouses, directly or indirectly hold the Company’s unlisted domestic shares.
5. Any previously existing entrusted shareholding arrangements in the Company’s historical evolution have been legally dissolved before the application for this issuance and listing, and the reasons for their formation, evolution, and dissolution process have been disclosed in the prospectus. The aforementioned entrusted shareholding arrangements are free from disputes or potential disputes.
6. There are no equity disputes, controversies, or potential disputes or controversies concerning the shareholders of the Company’s unlisted domestic shares.
7. The Company has provided true, accurate, and complete information to the intermediaries for this issuance in a timely manner, actively and comprehensively cooperated with the intermediaries in conducting due diligence for this issuance, and fulfilled its disclosure obligations by truthfully, accurately, and completely disclosing the information of shareholders holding unlisted domestic shares in the application documents for this issuance in accordance with the law.

<b>APPENDIX V    UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b>
---

8. The Company confirms that the above commitments are true and valid, and is willing to assume corresponding legal liabilities.

### **Commitment Regarding the Absence of False Records, Misleading Statements or Material Omissions in the Prospectus**

The Company commits as follows:

1. The Prospectus and other disclosure materials for the Company's initial public offering of RMB ordinary shares (A Shares) and listing on the ChiNext Board do not contain any false records, misleading statements or material omissions. The Company shall bear legal liability for their authenticity, accuracy and completeness.
2. If the Prospectus and other disclosure materials for the Company's initial public offering of RMB ordinary shares (A Shares) and listing on the ChiNext Board contain any false records, misleading statements or material omissions, which constitute a major and substantial impact on the determination of whether the Issuer meets the issuance conditions prescribed by law, the Issuer shall buy back all new shares issued in the initial public offering at the market price, and pay interest on bank deposits for the corresponding period from the completion date of the initial public offering to the announcement date of the share buy-back as compensation.
3. If the Prospectus and other disclosure materials for the Company's initial public offering of RMB ordinary shares (A Shares) and listing on the ChiNext Board contain any false records, misleading statements or material omissions, causing losses to investors in securities trading, the Company shall compensate investors for their losses in accordance with the law.

### **Commitment Regarding Financial Independence**

The Issuer hereby commits as follows:

The Company has established an independent financial accounting system, is capable of making financial decisions independently, and maintains standardized financial accounting policies as well as financial management systems for its branches. The Company does not share bank accounts with its controlling shareholders and actual controller, or other enterprises controlled by him. The Company has not entered into any agreements with banks, jointly with its controlling shareholders and actual controller, or other enterprises controlled by him, concerning services such as cash management services that involve linked account operations based on network services, or any other arrangements that may affect the Company's financial independence.

<p><b>APPENDIX V      UNDERTAKINGS AND RELEVANT RESTRAINING MEASURES IN CONNECTION WITH THE A SHARE OFFERING</b></p>
--

The Company solemnly undertakes that the contents of the foregoing statements are true and contain no false records, misleading statements or material omissions. Should the above statements and commitments prove inconsistent with the facts, the Company agrees to bear all legal liabilities arising therefrom.

**Commitments to the Consistency between the Application documents  
for Electronic Documents and the Reserved Originals**

The Company commits that the electronic application documents for the issuance and listing of the Company are consistent with their reserved originals. Where the electronic application documents of the Company for this issuance and listing are inconsistent with the reserved originals, and cause losses to investors in the issuance and trading of securities, the Company will compensate investors for their losses in accordance with the law.

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail. If the Proposed Amendments Relating to A Share Offering are adopted, the serial numbers of the other articles will be adjusted accordingly.*

No.	Original articles	Amended articles
1	<p><b>Article 1</b> In order to safeguard the legitimate rights and interests of SHENZHEN DOBOT CORP LTD (the “Company”), its shareholders and creditors, and to regulate the organization and activities of the Company, these Articles of Association (these “Articles”) are formulated 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant requirements.</p>	<p><b>Article 1</b> In order to safeguard the legitimate rights and interests of SHENZHEN DOBOT CORP LTD (the “Company”), its shareholders, <u>employees</u> and creditors, and to regulate the organization and activities of the Company, these Articles of Association (these “Articles”) are formulated in accordance with the <u>provisions of</u> 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”), <u>the Trial Measures on the Administration of Overseas Securities Offerings and Listings by Domestic Enterprises, the Guidelines for Application of Regulatory Rules — Overseas Offering and Listing No. 1,</u> the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the ChiNext Market of the Shenzhen Stock Exchange (2025 Revision) (the “ChiNext Market Listing Rules”), the Code of Corporate Governance for Listed Companies and any other relevant national laws, regulations, rules and normative documents, and any other relevant regulations.</u></p>

No.	Original articles	Amended articles
2	<p><b>Article 2</b> The Company is a joint stock limited company established in accordance with the Company Law and other relevant <del>requirements</del>.</p> <p>The Company was fully converted from SHENZHEN DOBOT CORP LTD (the “Limited Company”) and established by the original shareholders of the Limited Company by way of promotion. It was registered with the Shenzhen Administration for Market Regulation and has obtained the business license (unified social credit code: 91440300349770526R).</p> <p>The Company’s initial public offering of 44,195,400 overseas-listed foreign shares (the “H Shares”) (including 4,195,400 H Shares issued pursuant to the exercise of the Over-allotment Option) was filed with the China Securities Regulatory Commission (the “CSRC”) on November 21, 2024 and approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on December 20, 2024, which were listed on the Main Board of the Stock Exchange on December 23, 2024 and January 21, 2025.</p> <p><del>The H shares issued by the Company shall be mainly deposited with the nominee company under the Hong Kong Securities Clearing Company Limited, and may also be held in the name of individual shareholder(s).</del></p>	<p><b>Article 2</b> The Company is a joint stock limited company established in accordance with the Company Law and other relevant <u>regulations</u>.</p> <p>The Company was fully converted from SHENZHEN DOBOT CORP LTD (the “Limited Company”) and established by the original shareholders of the Limited Company by way of promotion. It was registered with the Shenzhen Administration for Market Regulation and has obtained the business license (unified social credit code: 91440300349770526R).</p> <p>The Company’s initial public offering of 44,195,400 overseas-listed foreign shares (the “H Shares”) (including 4,195,400 H Shares issued pursuant to the exercise of the Over-allotment Option) was filed with the China Securities Regulatory Commission (the “CSRC”) on November 21, 2024 and approved by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on December 20, 2024, which were listed on the Main Board of the Stock Exchange on December 23, 2024 and January 21, 2025.</p> <p><u>The Company was registered with the China Securities Regulatory Commission on [●], and completed its initial public offering of [●] RMB ordinary shares (A Shares) to the general public, and was listed on the ChiNext board of the Shenzhen Stock Exchange on [●].</u></p>
3	<p><b>Article 5</b> The registered capital of the Company is RMB<del>439,955,400</del>.</p>	<p><b>Article 5</b> The registered capital of the Company is RMB[●].</p>

No.	Original articles	Amended articles
4	<p><b>Article 7</b> The chairman of the board of directors is the legal representative of the Company.</p>	<p><b>Article 7</b> The chairman of the board of directors is the legal representative of the Company. <u>The appointment or change of the legal representative shall be resolved by more than half of all members of the board of directors.</u></p> <p><u>If the chairman who also serves as the legal representative resigns, he/she is also deemed as resigning as the legal representative at the same time.</u></p> <p><u>If the legal representative resigns, the Company shall delegate a new legal representative within thirty days from the date of the legal representative's resignation.</u></p> <p><u>If there is a vacancy in the position of chairman, or if the chairman is unable to perform his/her duties, the board of directors may, by resolution, designate either the director or the manager representing the Company in the conduct of its affairs to perform the duties of the legal representative.</u></p>
5		<p><b>Article 8</b> <u>For any civil activities carried out by the legal representative in the name of the Company, the legal consequences of such activities are borne by the Company.</u></p> <p><u>Restrictions on the powers of the legal representative imposed in these Articles or by the shareholders' meeting may not be enforced against a bona fide counterparty.</u></p> <p><u>The Company is civilly liable for any damage caused by the legal representative to any other party in the performance of his/her duties. Upon acceptance of the civil liability, the Company may claim compensation from the at-fault legal representative in accordance with the law or the provisions of these Articles.</u></p>
6	<p><b>Article 8</b> <del>The total assets of the Company shall be divided into shares of equal nominal value. Shareholders shall be liable to the Company only to the extent of the shares they subscribed for, and the Company shall be liable for its debts with all its assets.</del></p>	<p><b>Article 9</b> Shareholders <u>are</u> liable to the Company only to the extent of the shares they subscribed for, and the Company <u>are</u> liable for its debts with all its <u>property</u>.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
7	<p><b>Article 9</b> <del>These Articles of Association shall, from the date when they come into effect, constitute a binding legal document regulating the organization and activities of the Company, as well as the rights and obligations relationship between the Company and its shareholders, and among the shareholders themselves, and shall be legally binding on the Company, its shareholders, directors and senior management members. In accordance with these Articles, shareholders may sue shareholders, shareholders may sue directors, general managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, general managers and other senior management members.</del></p> <p>Disputes between the Company and investors shall be resolved by negotiation, submitting to a professional mediation institution for securities and futures disputes for mediation, applying to an arbitration institution for arbitration, or filing with the People’s Court for litigation.</p>	<p><b>Article 10</b> These Articles, from the date when they come into effect, constitute a binding legal document regulating the organization and activities of the Company, as well as the rights and obligations relationship between the Company and its shareholders, and among the shareholders themselves, and <u>are</u> legally binding on the Company, its shareholders, directors and senior management members. In accordance with these Articles, shareholders may sue shareholders, shareholders may sue directors and senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors and senior management members.</p> <p>Disputes between the Company and investors <u>are</u> resolved by negotiation, submitting to a professional mediation institution for securities and futures disputes for mediation, applying to an arbitration institution for arbitration, or filing with the People’s Court for litigation.</p>
8	<p><b>Article 10</b> <del>Other senior management members in these Articles refer to the general manager, deputy general manager, chief financial officer and secretary of the board who are subject to the appointment by the board of the Company.</del></p>	<p><b>Article 11</b> <u>Senior management members</u> in these Articles refer to the <u>manager, deputy manager(s), chief financial officer, secretary of the board and any other personnel who are determined as members of senior management by the board of the Company. “Chief Financial Officer” in these Articles refer to the “Financial Officer” as defined in the Company Law.</u></p>
9	<p><b>Article 11</b> <del>In accordance with the Company Law and the Constitution of the Communist Party of China (《中國共產黨章程》), the Company establishes a Communist Party organization to play the role of the political core, and sets up a work organization for the Party with adequate staffing to handle Party affairs as well as sufficient funding for the activities of the Party organizations.</del></p>	<p><b>Article 12</b> In accordance with the Company Law and the Constitution of the Communist Party of China (《中國共產黨章程》), the Company establishes a Communist Party organization <u>and carries out Party activities.</u> <u>The Company shall provide necessary conditions for the activities of the Party organization.</u></p>

No.	Original articles	Amended articles
11	<p><b>Article 15</b> The Company shall issue shares under the principles of openness, fairness and equality, and shares of the same class shall carry equal rights.</p> <p>Shares of the same class issued at the same time <del>shall be</del> issued under the same condition and at the same price; each share subscribed for by <del>any entity or individual</del> shall be paid for at the same price.</p>	<p><b>Article 16</b> The Company shall issue shares under the principles of openness, fairness and equality, and shares of the same class shall carry equal rights.</p> <p>Shares of the same class issued at the same time <u>are</u> issued under the same condition and at the same price; each share subscribed for by <u>the subscribers</u> are paid for at the same price.</p>
12	<p><b>Article 16</b> Shares issued by the Company <del>shall</del> be denominated in Renminbi.</p> <p><del>Foreign shares issued by the Company that are listed on the Stock Exchange are referred to as "H Shares", which are approved for listing on the Stock Exchange with nominal value denominated in Renminbi and subscribed for and traded in Hong Kong dollars.</del></p>	<p><b>Article 17</b> Shares issued by the Company <u>are</u> denominated in Renminbi.</p>
13		<p><b>Article 18</b> <u>The A shares issued by the Company are collectively deposited with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The H shares issued by the Company are mainly deposited with the nominee company under the Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their personal names.</u></p>
14	<p><del><b>Article 18</b> The total number of shares of the Company is 439,955.4 thousand shares with a nominal value of RMB1 each.</del></p>	<p><b>Article 20</b> <u>The number of shares issued by the Company is [●], with a nominal value of RMB1 per share, all of which are ordinary shares. If the Company's share capital comprises different classes of shares, unless otherwise provided, any change to the rights attached to any class of shares requires the approval by a special resolution of such class shareholders with voting rights at a shareholders' meeting of such class. For the purposes of this Article, the Company's A shares and H shares are regarded as the same class of shares.</u></p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
15	<p><del>Article 19 The Company may issue shares to both domestic and foreign investors after registration or filing with the securities regulatory authority under the State Council.</del></p> <p><del>The foreign investors referred to in the preceding paragraph shall mean the investors from foreign countries, Hong Kong, Macau and Taiwan regions who subscribe for the shares issued by the Company; domestic investors shall refer to investors who reside in the People's Republic of China, excluding the aforementioned regions, and subscribe for the shares issued by the Company.</del></p>	
16	<p><del>Article 20 Shares issued by the Company in the territory for subscription in Renminbi are referred to as domestic shares. Shares issued by the Company overseas in accordance with the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) and relevant regulations are referred to as foreign shares. Foreign shares which are listed outside the People's Republic of China are referred to as overseas listed foreign shares. Shareholders holding domestic shares are referred to as shareholders of domestic shares. Shareholders holding foreign shares or overseas listed foreign shares are referred to as shareholders of foreign shares.</del></p> <p><del>The foreign currencies referred to in the preceding paragraph shall mean the lawful currencies, other than Renminbi, of other countries or regions, which are recognized by the foreign exchange authority of the State and can be used to pay to the Company for share subscription. Domestic shares and foreign shares are ordinary shares, and shall have the same rights and obligations.</del></p> <p><del>After the overseas shares of the Company are issued and listed, if the shareholders of the Company apply to convert all or part of their domestic unlisted shares held into overseas listed foreign shares, such conversion shall be exempted from the consideration and approval of the general meeting or the board of directors.</del></p>	

No.	Original articles	Amended articles
17	<p><b>Article 21</b> The Company or its subsidiaries (including its affiliates) <del>shall not provide any assistance to persons who purchase or intend to purchase the shares of the Company in the form of gift, advance, guarantee, compensation or loan.</del></p>	<p><b>Article 21</b> The Company or its subsidiaries (including its affiliates) <u>may not provide financial assistance in the form of, among others, gifts, advances, guarantees, borrowings to other party for the acquisition of the Company's or its parent company's shares, except for the Company's implementation of the employee shareholding plan.</u></p> <p><u>For the interests of the Company, upon the resolution of the shareholders' meeting or the resolution of the board of directors under the authorization of these Articles or the shareholders' meeting, the Company may provide financial assistance to other party for the acquisition of the Company's or its parent company's shares, but the accumulated financial assistance may not, in aggregate, exceed 10% of the total issued share capital. The resolution of the board of directors requires affirmative votes of more than two-thirds of all directors.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
18	<p><b>Article 22</b> The Company may, based on its operating and development needs, increase its capital in the following ways pursuant to the requirements of laws and regulations and upon the resolutions separately passed at the general meetings:</p> <p>(I) by <del>public</del> offering of shares;</p> <p>(II) by <del>non-public</del> offering of shares;</p> <p>(III) by allotting bonus shares to its existing shareholders;</p> <p>(IV) by converting common reserve fund into share capital;</p> <p>(V) by any other means which is stipulated by laws and administrative regulations and <del>approved</del> by the CSRC.</p> <p>The Company's increase of its registered capital shall, <del>after being approved</del> in accordance with the provisions of these Articles and the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated in relevant laws and regulations. In the event of an increase in the Company's share capital by means of (I) and (II) above, shareholders prior to the issuance of shares <del>shall not be</del> entitled to the pre-emptive rights to the additional shares.</p>	<p><b>Article 22</b> The Company may, based on its operating and development needs, increase its capital in the following ways pursuant to the requirements of laws and regulations and upon the resolutions separately passed at the general meetings:</p> <p>(I) by offering of shares <u>to <del>unspecific</del> parties</u>;</p> <p>(II) by offering of shares <u>to specific parties</u>;</p> <p>(III) by allotting bonus shares to its existing shareholders;</p> <p>(IV) by converting common reserve fund into share capital;</p> <p>(V) by any other means which is stipulated by laws and administrative regulations and the CSRC.</p> <p>The Company's increase of its registered capital shall, <u>complying with the relevant procedures</u> in accordance with the provisions of these Articles and <u>the regulations of the securities regulatory authorities and the stock exchange of</u> the place where the shares of the Company are listed, be conducted in accordance with the procedures stipulated in relevant laws and regulations. In the event of an increase in the Company's share capital by means of (I) and (II) above, shareholders prior to the issuance of shares <u>are</u> not entitled to the pre-emptive rights to the additional shares.</p> <p><u>The Company may not issue preference shares that can be converted into ordinary shares.</u></p>

No.	Original articles	Amended articles
19	<p><del>Article 24 Under any of the following circumstances, the Company may purchase its shares in accordance with laws, administrative regulations, departmental rules, and these Articles:</del></p> <p>(I) to reduce its registered capital;</p> <p>(II) to merge with another company that holds the shares of the Company;</p> <p>(III) to utilize the shares in the employee stock ownership plans or for share incentive;</p> <p>(IV) shareholder requests the Company to purchase its shares due to an objection to the resolution on merger or division made by the general meeting;</p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) necessary for the listed companies to protect its value and the shareholders' rights;</p> <p><del>Other than in the above circumstances, the Company shall not purchase the shares of the Company.</del></p>	<p><b>Article 24</b> <u>The Company may not acquire its own shares, except under any of the following circumstances:</u></p> <p>(I) to reduce its registered capital;</p> <p>(II) to merge with another company that holds the shares of the Company;</p> <p>(III) to utilize the shares in the employee stock ownership plans or for share incentive;</p> <p>(IV) <u>to purchase any shares from a shareholder as requested by such shareholder due to such shareholder's objection to the resolution on merger or division made by the general meeting;</u></p> <p>(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;</p> <p>(VI) <u>to be necessary for the Company to protect its value and the shareholders' rights;</u></p> <p>(VII) <u>any other circumstances as permitted by laws, regulations, and the regulatory rules of the place where the Company's shares are listed.</u></p>

No.	Original articles	Amended articles
20	<p><b>Article 25</b> The Company may repurchase its shares by public centralized trading or other methods recognized by laws and regulations, the CSRC and the stock exchange where the Company's shares are listed.</p> <p>Where the Company repurchases its shares under the circumstances set out in <del>items (I) and (II) of Article 24</del> hereof, it shall be subject to the resolution of the general meeting; where the Company repurchases its shares under the circumstances set out in <del>items (III), (V) and (VI) of Article 24</del> hereof, it shall be subject to the resolution of the board meeting attended by more than <del>two-thirds (2/3)</del> of the directors.</p> <p>After the shares are repurchased by the Company in accordance with <del>Article 24 of these Articles</del>, if it is made under the circumstance in <del>item (I)</del>, such shares shall be canceled in ten days after the date of repurchase; for the circumstance in <del>items (II) or (IV)</del>, such shares shall be transferred or canceled in six months; for the circumstance in (III), (V) or (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled in three years.</p> <p>Any repurchase of the Company's shares by the Company should perform the information disclosure obligations as stipulated in the Securities Law, Securities and Futures Ordinance and the securities regulatory rules of the places where the Company's shares are listed.</p>	<p><b>Article 25</b> The Company may repurchase its shares by public centralized trading or other methods recognized by laws and regulations, the CSRC and the stock exchange where the Company's shares are listed.</p> <p><u>Where the Company repurchases its shares under the circumstances set out in Article 24 (III), (V), and (VI) hereof, it shall do so through public centralized trading.</u></p> <p><b>Article 26</b> Where the Company repurchases its shares under the circumstances set out in <u>Article 24 (I) and (II)</u> hereof, it shall be subject to the resolution of the general meeting; where the Company repurchases its shares under the circumstances set out in <u>Article 24 (III), (V) and (VI)</u> hereof, it shall be subject to the resolution of the board meeting attended by more than two-thirds <u>(2/3)</u> of the directors.</p> <p>After the shares are repurchased by the Company in accordance with <u>Article 24 hereof</u>, if it is made under the circumstance in <u>sub-paragraph (I)</u>, such shares <u>have to be</u> canceled in ten days after the date of repurchase; for the circumstance in <u>sub-paragraphs (II) or (IV)</u>, such shares shall be transferred or canceled in six months; for the circumstance in <u>sub-paragraphs (III), (V) or (VI)</u>, the total number of shares held by the Company <u>may</u> not exceed 10% of the total issued shares of the Company, and such shares <u>have to be</u> transferred or canceled in three years.</p> <p>Any repurchase of the Company's shares by the Company should perform the information disclosure obligations as stipulated in the Securities Law, Securities and Futures Ordinance and the securities regulatory rules of the places where the Company's shares are listed.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
21	<p><b>Article 26</b> Shares of the Company <del>can</del> be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors of the Company and shareholders, directors and senior management members of listed companies shall comply with the Company Law, Securities Law, Securities and Futures Ordinance, Hong Kong Listing Rules and relevant <del>requirements</del> on share changes of the stock exchange where the shares are listed.</p> <p>.....</p>	<p><b>Article 27</b> Shares of the Company <u>should</u> be transferred in accordance with the law. Restriction, reduction and other changes of shares held by shareholders, directors of the Company and shareholders, directors and senior management members of listed companies shall comply with the Company Law, Securities Law, Securities and Futures Ordinance, Hong Kong Listing Rules, <u>ChiNext Market Listing Rules</u> and relevant <u>regulations</u> on share changes of the stock exchange where the shares are listed.</p> <p>.....</p>
22	<p><b>Article 27</b> The Company does not accept its own shares as the subject of pledge.</p>	<p><b>Article 28</b> The Company does not accept its own shares as the subject of pledge.</p>
23	<p><b>Article 28</b> Shares issued by the Company prior to its public offering <del>shall</del> not be transferred within one (1) year as of the date on which the shares are listed and traded in the stock exchange. Where there are other <del>provisions</del> in laws, administrative regulations or the securities regulatory authority under the State Council regarding the transfer of shares held by shareholders and actual controllers of listed companies, such provisions <del>shall</del> prevail.</p> <p>The directors and senior management members of the Company shall regularly declare the number of shares of the Company held by them and the relevant changes, the number of shares transferred each year during their term of office <del>shall</del> not exceed 25% of the total number shares of the Company held by them. The shares of the Company held by them <del>shall</del> not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by the persons above <del>shall</del> not be transferred within half a year from the date of his/her resignation. <del>The Articles of Association may make other restrictive provisions on the transfer of shares held by directors and senior management members of the Company.</del></p> <p>.....</p>	<p><b>Article 29</b> Shares issued by the Company prior to its public offering <u>may</u> not be transferred within one (1) year as of the date on which the shares are listed and traded in the stock exchange. Where there are other <u>stipulations</u> in laws, administrative regulations or the securities regulatory authority under the State Council regarding the transfer of shares held by shareholders and actual controllers of listed companies, such provisions prevail.</p> <p>The directors and senior management members of the Company shall regularly declare the number of shares of the Company held by them and the relevant changes, the number of shares transferred each year during their term of office <u>may</u> not exceed 25% of the total number of <u>the same class of</u> shares of the Company held by them. The shares of the Company held by them <u>may</u> not be transferred within one (1) year as of the listing date of the shares of the Company. The shares of the Company held by the persons above <u>may</u> not be transferred within half a year from the date of his/her resignation.</p> <p>.....</p>

No.	Original articles	Amended articles
24	<p><b>Article 29</b> If any of the Company's directors, senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong), <del>in violation of Section 44 of the Securities Law,</del> sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors. However, where a securities company holds more than 5% of the Company's shares as a result of purchase and underwriting of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted.</p> <p>.....</p>	<p><b>Article 30</b> If any of the Company's directors, senior management members or shareholders holding more than 5% of the Company's shares (other than a shareholder who is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong) sells the shares or other securities with an equity nature of the Company held by him/her within six months after buying the same, or buys shares or securities within six months after selling the same, the earnings therefrom shall belong to the Company and be taken back by the board of directors. However, where a securities company holds more than 5% of the Company's shares as a result of purchase and underwriting of the remaining shares after offering and under other circumstances stipulated by the CSRC, such taking back by the Company shall be exempted.</p> <p>.....</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
25	<p><b>Article 30</b> The Company shall establish a register of shareholders with the certificates provided by the securities registration authority. The register of shareholders <del>shall be</del> sufficient evidence of the holding of the shares of the Company by the shareholders.</p> <p><del>Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates are lost, apply to the Company for a new share certificate in respect of such shares. Application for a replacement share certificate by domestic shareholders shall be addressed pursuant to the relevant provisions of the Company Law. Application for a replacement share certificate by shareholders of H shares shall be addressed pursuant to the laws, rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of H shares listed in Hong Kong is kept.</del></p> <p>The original register of shareholders of H shares listed in Hong Kong shall be kept in Hong Kong for inspection by shareholders. Where there are provisions in the Hong Kong Listing Rules on the period of closure of register of members before the general meeting is held or the base day before the Company decides to distribute dividends, such provision shall prevail. If there is no specific provisions, the closure of register of members shall be determined by the board of directors. The shareholders shall enjoy rights and undertake obligations according to the class of shares they hold; shareholders holding the same class of shares shall enjoy the same rights and undertake the same obligations.</p>	<p><b>Article 31</b> The Company shall establish a register of shareholders with the certificates provided by the securities registration authority. The register of shareholders <u>is</u> sufficient evidence of the holding of the shares of the Company by the shareholders.</p> <p>The original register of shareholders of H shares listed in Hong Kong shall be kept in Hong Kong for inspection by shareholders. Where there are provisions in the Hong Kong Listing Rules on the period of closure of register of members before the general meeting is held or the base day before the Company decides to distribute dividends, such provision shall prevail. If there is no specific provisions, the closure of register of members shall be determined by the board of directors.</p> <p>The shareholders shall enjoy rights and undertake obligations according to the class of shares they hold; shareholders holding the same class of shares shall enjoy the same rights and undertake the same obligations.</p>
26		<p><b>Article 32</b> <u>In the event that the Company has to determine the identities of the shareholders for holding a shareholders' meeting, distribution of dividends, liquidations, or any other activities, the board of directors or the convener of the shareholders' meeting shall determine the record date. Shareholders registered on the record date after the market closes are the shareholders who are entitled to the relevant rights.</u></p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
27	<p><b>Article 31</b> Shareholders of the Company <del>shall</del> be entitled to the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution according to the shareholding;</p> <p>(II) to request, convene, hold, participate in or delegate proxies to attend general meetings according to the laws, and to exercise the right to speak and voting rights according to the shareholding;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or inquiries;</p> <p>(IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and these Articles;</p> <p>(V) to inspect these Articles, the register of shareholders, <del>the counterfoils of corporate bonds,</del> the minutes of the general meeting, the resolutions of the board of directors' meeting, and the financial accounting reports;</p> <p>(VI) to participate in the distribution of the remaining property of the Company according to the shareholding when the Company is dissolved or liquidated;</p> <p>(VII) to require the Company to purchase its shares in the event that shareholders object to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(VIII) other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles.</p>	<p><b>Article 33</b> Shareholders of the Company <u>are</u> entitled to the following rights:</p> <p>(I) to receive dividends and other forms of profit distribution according to the shareholding;</p> <p>(II) to request <u>to</u> convene, hold, participate in or delegate proxies to attend general meetings according to the laws, and to exercise the right to speak and voting rights according to the shareholding;</p> <p>(III) to supervise the business operations of the Company and to make suggestions or <u>enquiries</u>;</p> <p>(IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and these Articles;</p> <p>(V) to inspect <u>or photocopy</u> these Articles, the register of shareholders, the minutes of general meetings, the resolutions of the board of directors' meeting, and the financial and accounting reports. <u>Eligible shareholders may inspect the Company's accounting books and accounting vouchers</u>;</p> <p>(VI) to participate in the distribution of the remaining property of the Company according to the shareholding when the Company is dissolved or liquidated;</p> <p>(VII) to require the Company to purchase its shares in the event that shareholders object to resolutions of the general meeting concerning merger or division of the Company;</p> <p>(VIII) <u>any</u> other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or these Articles.</p>

No.	Original articles	Amended articles
28	<p><b>Article 32</b> A shareholder requesting for inspection of information or access to materials referred to in the preceding Article shall produce to the Company written documents, evidencing the class and number of shares of the Company that the shareholder holds. The Company shall provide such information <del>and materials as requested by the shareholder after confirming the identity of the shareholder.</del></p> <p>Shareholders are entitled to request the People’s Court to invalidate the resolutions of a general meeting or a board meeting which violate the laws and administrative regulations.</p> <p>Shareholders are entitled to request the People’s Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of a general meeting or the board meeting violates the laws and administrative regulations or these Articles, or the content of the resolution breaches these Articles, unless the defect in the convening procedure or the voting method of the general meeting or the board meeting is minor, which does not result in material effect on the resolution.</p>	<p><b>Article 34</b> A shareholder requesting for inspection of information or access to materials referred to in the preceding Article shall <u>comply with relevant provisions of laws and administrative regulations such as the Company Law and the Securities Law, and relevant regulations of the securities regulatory rules of the place where the Company’s shares are listed, and shall</u> produce to the Company written documents, evidencing the class and number of shares of the Company that the shareholder holds. <u>After confirmation of the shareholder’s identity, the purpose of inspection or photocopying, the Company shall provide such information in accordance with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed, and relevant provisions of these Articles.</u></p> <p><b>Article 35</b> Shareholders are entitled to request the People’s Court to invalidate the resolutions of a general meeting or a board meeting which violate the laws and administrative regulations.</p> <p>Shareholders are entitled to request the People’s Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of a general meeting or the board meeting violates the laws and administrative regulations or these Articles, or the content of the resolution breaches these Articles, unless the defect in the convening procedure or the voting method of the general meeting or the board meeting is minor, which does not result in material effect on the resolution.</p> <p><u>If relevant parties such as the board of directors and shareholders have disputes over the validity of the resolutions of the shareholders’ meeting, they shall file a lawsuit before a people’s court in a timely manner. Prior to the people’s court making a judgment or ruling to revoking the resolution, the relevant parties shall implement the resolution of the shareholders’ meeting. The Company, directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company.</u></p>

No.	Original articles	Amended articles
		<p><u>After the people’s court makes a judgment or ruling on relevant matters, the Company shall perform its information disclosure obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange. It shall fully explain the impacts and actively cooperate with the implementation after the judgment or ruling comes into force. If it involves a correction of a prior matter, it shall handle it in a timely manner and fulfil the corresponding information disclosure obligations.</u></p> <p><b>Article 36</b> <u>The resolutions of the shareholders’ meeting and the board of directors of the Company are deemed invalid under any of the following circumstances:</u></p> <p>(I) <u>The resolution is made without holding a shareholders’ meeting or a meeting of board of directors;</u></p> <p>(II) <u>The resolution has not been voted at a shareholders’ meeting or a meeting of the board of directors;</u></p> <p>(III) <u>The number of attendees or the number of voting rights held fails to reach the quorum or the number of voting rights held as required under the Company Law or these Articles;</u></p> <p>(IV) <u>The number of attendees or the number of voting rights held in favor of the resolution fails to reach the quorum or the number of voting rights held as required under the Company Law or these Articles.</u></p>

No.	Original articles	Amended articles
29	<p><b>Article 33</b> Where a director or senior management member violates the <del>provisions</del> of the laws, administrative regulations or these Articles in the course of performing his/her duties and causes losses to the Company, the shareholders individually or <del>jointly</del> holding more than 1% of the Company's shares for more than 180 consecutive days <del>shall</del> have the right to request the board of supervisors in writing to initiate legal proceedings in the People's Court; where <del>the board of supervisors</del> violates the <del>provisions</del> of the laws, administrative regulations or these Articles in the course of performing its duties and causes losses to the Company, the shareholders <del>shall</del> have the right to request the board of directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where the audit committee and the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders <del>shall</del> have the right to file a lawsuit <del>to the</del> People's Court directly in their own names for the benefits of the Company.</p> <p>In the event that any person infringes the legitimate interests of the Company and causes losses <del>thereto</del>, the shareholders specified in the first paragraph of this Article may file a lawsuit <del>to the</del> People's Court in accordance with the provisions of the preceding two paragraphs.</p>	<p><b>Article 37</b> Where a director or senior management member <u>who is not a member of the audit committee</u> violates the stipulations of the laws, administrative regulations or these Articles in the course of performing his/her duties and causes losses to the Company, the shareholders individually or <u>collectively</u> holding more than 1% of the Company's shares for more than 180 consecutive days have the right to request the audit committee in writing to initiate legal proceedings in the People's Court; where <u>a member of the audit committee</u> violates the <u>stipulations</u> of the laws, administrative regulations or these Articles in the course of performing its duties and causes losses to the Company, the shareholders have the right to request the board of directors in writing to initiate legal proceedings in the People's Court.</p> <p>Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, where the audit committee and the board of directors refuse to file a lawsuit or fail to file a lawsuit within 30 days from receipt of such request, or under urgent circumstances that failure in filing a lawsuit immediately will cause irreparable damage to the interests of the Company, the aforesaid shareholders have the right to file a lawsuit <u>before a</u> People's Court directly in their own names for the benefits of the Company.</p> <p>In the event that any person infringes the legitimate interests of the Company and causes losses <u>to the Company</u>, the shareholders specified in the first paragraph of this Article may file a lawsuit <u>before a</u> People's Court in accordance with the provisions of the preceding two paragraphs.</p> <p><u>If a director, a supervisor (if any), or any member of senior management of the Company's wholly-owned subsidiary violates laws, administrative regulations, or the provisions of these Articles in the performance of his/her duties, causing losses to the Company, or if any party infringes upon the legitimate rights and interests of the Company's wholly-owned subsidiary to which loss has been caused, shareholders who have held individually or in aggregate more than 1% of the Company's shares for more than 180 consecutive days may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors (if any) and the board of directors of the wholly-owned subsidiary to file a lawsuit before a people's court or directly file a lawsuit before a people's court in their own names.</u></p>

No.	Original articles	Amended articles
30	<p><b>Article 35</b> Shareholders of the Company shall assume the following obligations:</p> <p>(I) to abide by laws, administrative regulations and these Articles;</p> <p>(II) to pay for the shares subscribed for according to the shares they subscribe for and the capital participation method;</p> <p>(III) not to withdraw <del>shares</del> unless as prescribed by laws and regulations;</p> <p>(IV) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's legal person status and the shareholders' limited liability to harm the interests of the Company's creditors;</p> <p><del>If a shareholder of a company abuses his rights and causes losses to the Company or other shareholders, the shareholder shall be liable for compensation according to law.</del></p> <p><del>If a shareholder of a company abuses the independent status of the Company legal person and the limited liability of the shareholder to evade debts and seriously damages the interests of creditors of the Company, the shareholder shall bear joint and several liability for the debts of the Company.</del></p> <p>(V) other obligations to be assumed by the shareholders <del>according to</del> the laws, administrative regulations, and these Articles.</p>	<p><b>Article 39</b> <u>The</u> shareholders of the Company shall assume the following obligations:</p> <p>(I) to abide by laws, administrative regulations and these Articles;</p> <p>(II) to pay for the shares subscribed for according to the shares they subscribe for and the capital participation method;</p> <p>(III) not to withdraw <u>their capital contributions</u> unless as prescribed by laws and regulations;</p> <p>(IV) not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's legal person status and the shareholders' limited liability to harm the interests of the Company's creditors;</p> <p>(V) <u>any</u> other obligations to be assumed by the shareholders <u>in accordance with</u> the laws, administrative regulations, and these Articles.</p>
31	<p><del><b>Article 36</b> If shareholders holding more than 5% of the voting shares of the Company pledge their shares, they shall report to the Company in writing on the date of the occurrence of such pledge.</del></p>	

No.	Original articles	Amended articles
32	<p><del>Article 37 The controlling shareholders and actual controllers of the Company shall not use their connected relations to damage the interests of the Company. Otherwise, they shall be liable for compensation for the loss suffered by the Company.</del></p> <p><del>The controlling shareholders and actual controllers of the Company shall bear the fiduciary duty to the Company and other shareholders of the Company. The controlling shareholders shall exercise the rights of investors in strict accordance with the law. The controlling shareholders shall not damage the legitimate rights and interests of the Company and other shareholders of the Company by means of profit distribution, asset restructuring, external investment, capital occupation, loan guarantee, etc., and shall not damage the interests of the Company and other shareholders of the Company by means of its controlling position.</del></p>	<p><u>Article 40 If a shareholder of the Company abuses his rights and causes losses to the Company or other shareholders, the shareholder is liable for compensation according to law. If a shareholder of the Company abuses the separate status of the Company as a legal person and the limited liability of the shareholder to evade debts and seriously damages the interests of creditors of the Company, the shareholder shall bear joint and several liability for the debts of the Company.</u></p> <p><u>Article 41 The controlling shareholder(s) and actual controller(s) of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange where the Company's stocks are listed to safeguard the interests of the listed Company.</u></p> <p><u>Article 42 The Company's controlling shareholder(s) and actual controller(s) shall comply with the following provisions:</u></p> <p>(i) <u>exercise their shareholders' rights in accordance with the law, and may not abuse their controlling powers or use their connected relations to damage the legitimate rights and interests of the Company or other shareholders;</u></p> <p>(ii) <u>strictly abide by their public declarations and various undertakings that they make, and do not change or waive them without permission;</u></p> <p>(iii) <u>strictly fulfill their information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure, and timely inform the Company of any major events that have occurred or may occur;</u></p> <p>(iv) <u>not to misappropriate the Company's funds in any way;</u></p> <p>(v) <u>not to force, instruct, or demand the Company and relevant personnel to provide guarantees in violation of laws and regulations;</u></p>

No.	Original articles	Amended articles
		<p>(vi) <u>not to seek benefits by using the Company's material non-public information, not to divulge any material non-public information related to the Company in any way, and not to engage in any illegal or non-compliant activities such as insider trading, short-term trading, and market manipulation;</u></p> <p>(vii) <u>not to damage the legitimate rights and interests of the Company and other shareholders through, among others, any unfair related transactions, profit distribution, asset restructuring, or external investment;</u></p> <p>(viii) <u>ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the Company's independence in any way;</u></p> <p>(ix) <u>any other requirements of laws, administrative regulations, regulations of the CSRC, operation rules of the stock exchange, and these Articles.</u></p> <p><u>The provisions of these Articles regarding the directors' duties of fiduciary and diligence applies to the Company's controlling shareholder(s) or the actual controller(s) who do/does not serve as director(s) of the Company but actually conduct(s) the Company's affairs.</u></p> <p><u>If the Company's controlling shareholder(s) or the actual controller(s) instruct(s) the directors or senior management members to engage in any acts that damage the interests of the Company or its shareholders, they shall bear joint and several liability with such directors or senior management members.</u></p> <p><b>Article 43</b> <u>If a controlling shareholder or an actual controller pledges the Company's shares he/she holds or actually controls, he/she shall maintain his/her controlling powers and the stability of the Company's production and operation.</u></p> <p><b>Article 44</b> <u>If a controlling shareholder or an actual controller transfers the shares he/she holds in the Company, he/she shall comply with the restrictive provisions on share transfer in laws, administrative regulations, regulations of the CSRC, the rules of the stock exchange where the Company's stocks are listed, and the undertaking he/she made regarding the restriction of share transfer.</u></p>

No.	Original articles	Amended articles
33	<p><b>Article 38</b> The general meeting is the authority of the Company and shall exercise the following functions and powers in accordance with the laws:</p> <p>(I) to elect and replace directors who are not representatives of the employees and to decide matters relating to the remuneration of the relevant directors;</p> <p>(II) to consider and approve reports of the board of directors;</p> <p>(III) to consider and approve profit distribution plans and loss recovery plans of the Company;</p> <p>(IV) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(V) to make resolutions on the issue of corporate bonds or other securities and listing plan;</p> <p>(VI) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p>(VII) to amend these Articles;</p> <p>(VIII) to make resolutions on the appointment and dismissal of engagement of accounting firms by the Company;</p> <p>(IX) to consider and approve the external guarantees as stipulated in Article 39 of these Articles;</p>	<p><b>Article 45</b> <u>The general meeting of the Company is composed of all shareholders.</u> The general meeting is the authority of the Company and exercises the following functions and powers in accordance with the laws:</p> <p>(I) to elect and replace directors who are not representatives of the employees and to decide matters relating to the remuneration of the relevant directors;</p> <p>(II) to consider and approve reports of the board of directors;</p> <p>(III) to consider and approve profit distribution plans and loss recovery plans of the Company;</p> <p>(IV) to make resolutions on the increase or reduction of the Company's registered capital;</p> <p>(V) to make resolutions on the issue of corporate bonds or other securities and listing plan;</p> <p>(VI) to make resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;</p> <p>(VII) to amend these Articles;</p> <p>(VIII) to make resolution on the <u>engagement or dismissal by the Company of any accounting firm that carries out auditing for the Company;</u></p> <p>(IX) to consider and approve the external guarantees as stipulated in Article <u>46</u> hereof;</p>

No.	Original articles	Amended articles
	<p>(X) unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance):</p> <ol style="list-style-type: none"> <li>1. the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 50% of the Company's total audited assets for the most recent period;</li> <li>2. the transaction amount accounts for more than 50% of the Company's latest audited net assets and exceeds RMB50 million;</li> <li>3. the operating income related to the subject of the transaction (such as equity) in the most recent accounting year accounts for more than 50% of the audited operating income of the Company in the most recent accounting year and exceeds RMB50 million;</li> <li>4. the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million;</li> <li>5. the net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and exceeds RMB7.5 million;</li> </ol>	<p>(X) unless otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance):</p> <ol style="list-style-type: none"> <li>1. the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 50% of the Company's total audited assets for the most recent period;</li> <li>2. the transaction amount <u>(including the liabilities assumed and the expenses)</u> accounts for more than 50% of the Company's latest audited net assets and <u>the absolute amount</u> exceeds RMB50 million;</li> <li>3. the operating income related to the subject of the transaction (such as equity <u>interests</u>) in the most recent accounting year accounts for more than 50% of the audited operating income of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB50 million;</li> <li>4. the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB5 million;</li> <li>5. the net profit related to the transaction subject (such as equity <u>interests</u>) in the most recent accounting year accounts for more than 50% of the audited net profit of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB5 million;</li> </ol>

No.	Original articles	Amended articles
	<p data-bbox="411 293 834 549">6. <del>the total value of assets purchased or sold by the Company or the amount of the transaction calculated cumulatively within twelve consecutive months exceeds 30% of the audited total assets of the Company for the latest period.</del></p> <p data-bbox="331 580 834 676">If the figures involved in the calculation of the above indicators are negative, the absolute value of the data shall be used.</p> <p data-bbox="331 708 834 932">(XI) to consider transactions between the Company and related parties in which the transaction amount (except for the provision of guarantees) accounts for more than 2% of the Company's <del>total</del> audited assets for the most recent period and exceeds RMB30 million;</p> <p data-bbox="331 963 834 1027">(XII) to consider and approve the change in the use of the proceeds;</p> <p data-bbox="331 1059 834 1123">(XIII) to consider any share incentive scheme and employee stock ownership plan;</p> <p data-bbox="331 1155 834 1283">(XIV) to consider and approve the following matters regarding the provision of external financial assistance by the Company:</p> <ol data-bbox="411 1315 834 1825" style="list-style-type: none"> <li>1. the asset-liability ratio of the subject of the financial assistance for the latest period exceeds 70%;</li> <li>2. the amount of the single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets;</li> <li>3. other circumstances stipulated by the CSRC, the stock exchange where the Company's shares are listed or these Articles.</li> </ol>	<p data-bbox="858 293 1359 389">If the figures involved in the calculation of the above indicators are negative, the absolute value of the data shall be used.</p> <p data-bbox="858 421 1359 580">(XI) <u>to consider any acquisition and disposal of the Company's significant assets with the value exceeding 30% of the Company's most recent audited total assets within one year;</u></p> <p data-bbox="858 612 1359 868">(XII) to consider <u>any</u> transactions between the Company and related parties in which the transaction amount (except for the provision of guarantees) accounts for more than 5% of <u>the absolute value of the Company's audited net assets</u> for the most recent period and exceeds RMB30 million;</p> <p data-bbox="858 900 1359 963">(XIII) to consider and approve the change in the use of the proceeds;</p> <p data-bbox="858 995 1359 1059">(XIV) to consider any share incentive scheme and employee stock ownership plan;</p> <p data-bbox="858 1091 1359 1251">(XV) to consider and approve the following matters regarding the provision of external financial assistance by the Company <u>upon considered and approved by the board of directors:</u></p> <ol data-bbox="938 1283 1359 1825" style="list-style-type: none"> <li>1. <u>the audited</u> asset-liability ratio of the subject of the financial assistance for the latest period exceeds 70%;</li> <li>2. the amount of the single financial assistance or the cumulative amount of the financial assistance provided within 12 consecutive months exceeds 10% of the Company's latest audited net assets;</li> <li>3. <u>any</u> other circumstances stipulated by the CSRC, the stock exchange where the Company's shares are listed or these Articles.</li> </ol>

No.	Original articles	Amended articles
	<p>(XV) other matters that <del>are</del> to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles.</p> <p>The transaction mentioned in this Article refers to purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (including entrusted wealth management, investments in subsidiaries, except for the establishment or capital increase of wholly-owned subsidiaries and the purchase of wealth management products of banks); provision of guarantees (referring to guarantees provided by the listed company to others, including guarantees to its subsidiaries); provision of financial assistance; leasing or lending of assets; signing of management contracts (including entrusting operation, entrusted operation, etc.); gifting assets or receiving of gifted assets; credit or debt restructuring; transfer of research and development projects; signing of license agreements; waiver of rights; and other transactions recognized by the CSRC and the stock exchange where the stock is listed.</p> <p>The transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, obtaining debt relief, and accepting guarantees and assistance, are exempt from the consideration at the general meeting, except for the matters that <del>shall be</del> subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the <del>stock is</del> listed.</p>	<p>(XVI) <u>any</u> other matters that <u>have</u> to be resolved by the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles.</p> <p><u>The general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.</u></p> <p><u>Unless otherwise provided by laws, administrative regulations, regulations of the CSRC, or the rules of the stock exchange where the Company's stocks are listed, the above-mentioned powers of the general meeting may not be exercised by the board of directors or any other entities and individuals through delegation on behalf of the general meeting.</u></p> <p>The transaction mentioned in this Article refers to purchase or sale of assets (excluding purchase of raw materials, fuels and power, and sale of products or commodities, and other transactions that are related to ordinary operation); external investment (including entrusted wealth management, investments in subsidiaries, except for the establishment or capital increase of wholly-owned subsidiaries and the purchase of wealth management products of banks); provision of guarantees (referring to guarantees provided by the listed company to others, including guarantees to its subsidiaries); provision of financial assistance; leasing or lending of assets; signing of management contracts (including entrusting operation, entrusted operation, etc.); gifting assets or receiving of gifted assets; credit or debt restructuring; transfer of research and development projects; signing of license agreements; waiver of rights; and other transactions recognized by the CSRC and the stock exchange where the stock is listed.</p>

No.	Original articles	Amended articles
	<p>The transactions that occur between the Company and its subsidiaries within the scope of its consolidated statements or between the above-mentioned subsidiaries are exempt from the consideration at the general meeting, except for the matter that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the <del>stock</del> is listed.</p>	<p><u>If the Company has any entrusted wealth management and it is difficult to perform the review procedures and fulfil the disclosure obligations for each investment due to the reasons such as the frequency of the transactions and timeliness requirements, it may reasonably estimate, among others, the investment scope, investment amount, and the duration, and the aforesaid provision applies to the calculation of the proportion of the investment amount to the market value. The period for the usage of relevant investment amount may not exceed 12 months, and the transaction amount at any point within such period (including the relevant amount of reinvestment of the income from the aforementioned investment) may not exceed the investment amount.</u></p> <p>The transactions in which the Company unilaterally obtains benefits, including receiving gifts of cash assets, obtaining debt relief, and accepting guarantees and assistance, are exempt from the consideration at the general meeting, except for the matters that <u>are</u> subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the <u>shares</u> are listed.</p> <p>The transactions that occur between the Company and its subsidiaries within the scope of its consolidated statements or between the above-mentioned subsidiaries are exempt from the consideration at the general meeting, except for the matter that shall be subject to the consideration at the general meeting as otherwise stipulated by laws, administrative regulations or departmental rules and CSRC and the stock exchange where the <u>shares</u> are listed.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
34	<p><b>Article 39</b> The following external guarantees provided by the Company <del>shall be</del> subject to the consideration and approval at the general meeting:</p> <p>(I) a single guarantee with an amount exceeding 10% of the latest audited net assets;</p> <p>(II) any guarantee provided after the total amount of external guarantees provided by the Company and its subsidiaries <del>reaches or exceeds</del> 50% of the latest audited net assets;</p> <p>(III) a guarantee provided to a guaranteed party whose asset-liability ratio exceeds 70%;</p> <p>(IV) <del>any guarantee provided after the total amount of external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;</del></p> <p>(V) a guarantee provided to <del>the</del> related parties;</p> <p>(VI) other guarantees as prescribed by CSRC, the stock exchange where the shares are listed or these Articles.</p> <p>When the guarantee specified in <del>Item IV</del> above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the meeting</p> <p>When the Company provides guarantees to a related party, <del>it</del> should be based on reasonable commercial grounds. When the Company provides guarantees to the controlling shareholders, the actual controller and their related parties, such parties shall provide counter-guarantees.</p>	<p><b>Article 46</b> The following external guarantees provided by the Company <u>are</u> subject to the consideration and approval at the general meeting <u>upon considered and approved by the board of directors:</u></p> <p>(I) a single guarantee with an amount exceeding 10% of the latest audited net assets;</p> <p>(II) any guarantee provided after the total amount of external guarantees provided by the Company and its <u>holding</u> subsidiaries exceeds 50% of the latest audited net assets;</p> <p>(III) a guarantee provided to a guaranteed party whose asset-liability ratio exceeds 70%;</p> <p>(IV) <u>the guarantee amount within 12 consecutive months exceeds 50% of the Company's latest audited net assets and the absolute amount exceeds RMB50 million;</u></p> <p>(V) <u>any guarantee resulting in the total amount of the guarantees provided by the Company and its holding subsidiaries exceeds 30% of the Company's latest audited total assets;</u></p> <p>(VI) <u>any guarantee provided in 12 consecutive months resulting in the total amount of the guarantees provided by the Company exceeding 30% of the latest audited total assets;</u></p> <p>(VII) <u>a guarantee provided to a shareholder, an actual controller and his/her related parties;</u></p> <p>(VIII) a guarantee provided to <u>a</u> related party <u>of the Company;</u></p> <p>(IX) <u>any</u> other guarantees as prescribed by CSRC, the stock exchange where the shares are listed or these Articles.</p>

No.	Original articles	Amended articles
	<p>Where the Company provides guarantees for a wholly-owned subsidiary, or provides guarantees for a holding subsidiary, and the other shareholders of the subsidiary provide an equivalent guarantee, which is not detrimental to the interests of the Company, in proportion to the interests held by them, it may be exempted from the provisions of Item (I) to (III) in this Article. The Company shall, according to the requirement of the stock exchange where the Company's shares are listed, promptly publish an announcement to disclose the guarantees that need to be disclosed, and summarize the disclosure of the aforesaid guarantees in the annual report and the interim report.</p>	<p>When the guarantee specified in <u>sub-paragraph VI</u> above is considered at the general meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the meeting.</p> <p><u>If an external guarantee constitutes a transaction required to be disclosed under Chapter 14 of the Hong Kong Listing Rules and/or a related (connected) transaction as defined in Chapter 14A, or if it is otherwise provided for by the stock exchange where the Company's shares are listed, the relevant provisions shall also be complied with. If the CSRC, the stock exchange where the Company's stocks are listed, or other applicable Hong Kong laws, rules, or codes have stricter requirements for external guarantees, those stricter requirements shall prevail.</u></p> <p>When the Company provides guarantees to a related party, <u>such guarantees</u> should be based on reasonable commercial grounds <u>and comply with the regulations of the stock exchange where the Company's stocks are listed.</u> When the Company provides guarantees to the controlling shareholders, the actual controller and their related parties, such parties shall provide counter-guarantees.</p> <p><u>When a guarantee provided for a shareholder, an actual controller, and his/her related party is considered at a general meeting, such shareholder or a shareholder controlled by the actual controller is not allowed to participate in the voting. The approval on such resolution requires affirmatives votes by more than half of the shareholders with the voting rights present at the general meeting.</u></p> <p>Where the Company provides guarantees for a wholly-owned subsidiary, or provides guarantees for a holding subsidiary, and the other shareholders of the subsidiary provide an equivalent guarantee, which <u>falls under sub-paragraphs (1) to (4), paragraph 1, Article 46 hereof and is not detrimental to the interests of the Company, in proportion to the interests held by them, it may be exempted from submission to the general meeting for consideration, unless otherwise provided in these Articles.</u></p>

No.	Original articles	Amended articles
35	<p><b>Article 40</b> The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once each <del>accounting</del> year and held within six months after the end of the previous accounting year.</p>	<p><b>Article 47</b> The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once each year and held within six months after the end of the previous accounting year.</p>
36	<p><b>Article 41</b> The Company shall convene an extraordinary general meeting, within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds (2/3) of the number required by these Articles;</p> <p>(II) when the Company's uncovered losses amount to one-third (1/3) of the total <del>paid-up</del> share capital;</p> <p>(III) when a request is made by shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company;</p> <p>(IV) when the board of directors deems it necessary;</p> <p>(V) when the audit committee proposes to convene it;</p> <p>(VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the stock exchange where the Company's shares are listed or these Articles.</p> <p>When the Company is unable to convene a general meeting within two (2) months from the date of the occurrence of <del>above</del> circumstances, the Company shall, in accordance with the provisions of relevant laws, regulations or regulatory rules, report to the CSRC and the stock exchange where the Company's shares are listed in a timely manner, and explain the reasons and make an announcement.</p> <p>In the event that an extraordinary general meeting is convened at the request of the securities regulatory rules of the place where the Company's shares are listed, the effective date of the extraordinary general meeting may be adjusted in accordance with the clearance progress of the stock exchange where the Company's shares are listed.</p>	<p><b>Article 48</b> The Company shall convene an extraordinary general meeting, within two (2) months from the date of the occurrence of any of the following circumstances:</p> <p>(I) when the number of directors is less than the <u>statutory minimum</u> number prescribed by the Company Law or less than two-thirds (2/3) <del>(five persons)</del> of the number required by these Articles;</p> <p>(II) when the Company's uncovered losses amount to one-third (1/3) of the total share capital;</p> <p>(III) when a request is made by shareholders who individually or collectively hold more than ten percent (10%) of the shares of the Company;</p> <p>(IV) when the board of directors deems it necessary;</p> <p>(V) when the audit committee proposes to convene it;</p> <p>(VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the stock exchange where the Company's shares are listed or these Articles.</p> <p>When the Company is unable to convene a general meeting within two (2) months from the date of the occurrence of <u>aforsaid</u> circumstances, the Company shall, in accordance with the provisions of relevant laws, regulations or regulatory rules, report to the CSRC and the stock exchange where the Company's shares are listed in a timely manner, and explain the reasons and make an announcement <u>(if necessary)</u>.</p> <p>In the event that an extraordinary general meeting is convened at the request of the securities regulatory rules of the place where the Company's shares are listed, the effective date of the extraordinary general meeting may be adjusted in accordance with the clearance progress of the stock exchange where the Company's shares are listed.</p>

No.	Original articles	Amended articles
37	<p><b>Article 42</b> The venue for <del>convening</del> the Company's general meeting shall be the Company's domicile or other locations designated by the board of directors. The general meeting shall set up a venue and be <del>convened</del> by means of physical meeting. Online voting at general meeting shall be made available. Shareholders attending the general meeting through online voting shall be deemed as present.</p>	<p><b>Article 49</b> The venue for holding a Company's general meeting is the Company's domicile or <u>any other locations as set out in the notice of meeting</u>. The general meeting shall set up a venue and be <u>held</u> by way of a combination of physical meeting <u>and</u> online voting. Shareholders attending the general meeting through online voting <u>are</u> deemed as present.</p>
38	<p><del>Article 43</del> If <del>any applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules in the place where the shares of the Company are listed explicitly require lawyers witnesses and issuance of legal opinions when the Company convenes general meetings,</del> it shall engage lawyers to issue legal opinions and publish an announcement on the following issues when the Company convenes general meetings:</p> <p>(I) whether the convening of the general meeting and its procedures are in compliance with laws, administrative regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(III) whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) legal opinions on other related matters at the request of the Company.</p>	<p><b>Article 50</b> <u>The Company</u> shall engage a lawyer to issue legal opinion and publish an announcement on the following issues when the Company convenes <u>a</u> general meeting:</p> <p>(I) whether the convening of the general meeting and its procedures are in compliance with laws, administrative regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees and the convener are lawful and valid;</p> <p>(III) whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) legal opinion on <u>any</u> other related matters at the request of the Company.</p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
39	<p><del>Article 44 The board of directors is responsible for convening general meetings.</del></p> <p><del>Article 45 The board of directors of the Company shall perform the duty earnestly and convene the general meeting on time within the time limit prescribed in these Articles. All directors shall be diligent and responsible to ensure the normal convening of general meetings and the exercise of their powers in accordance with the law. If the board of directors agrees to convene an extraordinary general meeting, a notice of convening the general meeting shall be issued within 5 days after the board resolution is made; if the board of directors does not agree to convene an extraordinary general meeting, it shall give reasons.</del></p>	<p><b>Article 51</b> <u>The board of directors shall convene a general meeting on schedule within the prescribed period.</u></p>
40	<p><del>Article 47 The audit committee has the right to propose to the board of directors to convene an extraordinary general meeting and shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations and these Articles, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</del></p> <p><del>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice shall be subject to the consent of the audit committee.</del></p> <p><del>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the proposal, it shall be deemed that the board of directors is incapable or unwilling to perform the duty of convening the general meeting, and the audit committee may convene and preside over the meeting on their own.</del></p>	<p><b>Article 52</b> <u>If the audit committee proposes to the board of directors to convene an extraordinary general meeting, it shall make such proposal in writing. The board of directors shall, in accordance with the laws, administrative regulations, regulations of the stock exchange where the Company's stocks are listed and these Articles, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten (10) days after receiving the proposal.</u></p> <p><u>If the board of directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five (5) days after making a resolution of the board of directors, and any changes to the original request in the notice are subject to the consent of the audit committee.</u></p> <p><u>If the board of directors does not agree to convene an extraordinary general meeting or does not provide feedback within ten (10) days after receiving the proposal, the board of directors is deemed to be incapable or unwilling to perform the duty of convening the general meeting, and the audit committee may convene and preside over the meeting on their own.</u></p>

No.	Original articles	Amended articles
41	<p><b>Article 49</b> The audit committee or shareholders shall notify the board of directors in writing if they decide to convene and preside over the general meeting on their own.</p> <p>Shareholders convening the general meeting shall hold no less than ten percent (10%) of the shares of the Company prior to <del>any</del> resolution <del>passed at the</del> general meeting.</p>	<p><b>Article 54</b> The audit committee or shareholders shall notify the board of directors in writing <u>and simultaneously file with the Shenzhen Stock Exchange for record</u> if they decide to convene and preside over the general meeting on their own.</p> <p><u>The audit committee or the shareholders who convene a general meeting shall submit relevant supporting materials to the stock exchange when issuing the notice of the general meeting and the announcement for the resolution of such general meeting.</u></p> <p>Shareholders convening the general meeting shall hold no less than ten percent (10%) of the shares of the Company prior to <u>issuing the announcement for the resolution of such</u> general meeting.</p>
42	<p><b>Article 50</b> For general meetings convened by the audit committee or shareholders, the board of directors and the secretary to the board of directors shall work in a cooperative manner; <del>and timely perform the duty of information disclosure.</del></p>	<p><b>Article 55</b> For general meetings convened by the audit committee or shareholders, the board of directors and the secretary to the board of directors shall work in a cooperative manner. <u>The board of directors will provide the register as of the record date.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
43	<p><b>Article 53</b> In the event that the Company convenes a general meeting, the board of directors, the audit committee and shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company have the rights to propose to the Company.</p> <p>Shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company may submit interim proposals to the convener in writing 10 days prior to the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within <del>two (2)</del> days after receiving the proposals and submit such interim proposals to the general meeting for consideration, unless the interim proposals violate the requirements of laws, administrative regulations or the <del>Articles of Association</del>, or do not fall within the <del>terms of reference</del> of the general meeting.</p> <p>Except as provided in the preceding paragraph, the convener <del>shall</del> not amend the proposals set out in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p> <p>The proposals not specified in the notice of the general meeting or not complying with <del>Article 52</del> of these Articles shall not be voted on or resolved at the general meeting.</p>	<p><b>Article 58</b> In the event that the Company convenes a general meeting, the board of directors, the audit committee and shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company have the rights to propose to the Company.</p> <p>Shareholders who individually or collectively hold more than one percent (1%) of the shares of the Company may submit interim proposals to the convener in writing 10 days prior to the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the <u>proposals to announce the content of the interim proposals</u> and submit such interim proposals to the general meeting for consideration, unless the interim proposals violate the requirements of laws, administrative regulations or the Articles, or do not fall within the <u>authority</u> of the general meeting.</p> <p>Except as provided in the preceding paragraph, the convener <u>may</u> not amend the proposals set out in the notice of the general meeting or add new proposals after issuing the notice of the general meeting.</p> <p>The proposals not specified in the notice of the general meeting or not complying with these Articles may not be voted on or resolved at the general meeting.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
44	<p><b>Article 54</b> The convener shall notify all shareholders of the time, place and matters to be considered at the meeting twenty-one (21) days prior to the annual general meeting, and shall notify all shareholders of the time, place and matters to be considered at the meeting fifteen (15) days prior to the extraordinary general meeting. Where laws and regulations and the securities regulatory authority where the Company’s shares are listed provide otherwise, such provisions shall prevail.</p> <p>The notice of the general meeting shall meet the following requirements:</p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted for consideration at the meeting;</p> <p>(III) the date of record of the shareholders who are entitled to attend the general meeting;</p> <p>(IV) particulars shall be in clear text that all shareholders are entitled to attend general meeting and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;</p> <p>(V) name(s) and telephone number(s) of the contact person(s) for the affairs of meetings;</p> <p>(VI) other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company’s shares are listed and these Articles.</p>	<p><b>Article 59</b> The convener shall notify all shareholders <u>in writing or public announcement</u> of the time, place and matters to be considered at the meeting twenty-one (21) days prior to the annual general meeting, and shall notify all shareholders <u>in writing or public announcement</u> of the time, place and matters to be considered at the meeting fifteen (15) days prior to the extraordinary general meeting. <u>When the Company calculates the aforementioned starting period of “21 days” and “15 days”, the date of the meeting is excluded.</u> Where laws and regulations and the securities regulatory authority where the Company’s shares are listed provide otherwise, such provisions prevail.</p> <p><b>Article 60</b> The notice of the general meeting <u>is required to include the following information:</u></p> <p>(I) the time, venue and duration of the meeting;</p> <p>(II) matters and proposals submitted for consideration at the meeting;</p> <p>(III) the <u>record date for the shareholders’ entitlement</u> to attend the general meeting;</p> <p>(IV) particulars in clear text that all shareholders are entitled to attend general meeting and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;</p> <p>(V) name(s) and telephone number(s) of the contact person(s) for the affairs of meetings;</p> <p>(VI) <u>voting time and procedures via online or other means;</u></p> <p>(VII) <u>any</u> other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company’s shares are listed and these Articles.</p>

APPENDIX VI	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING
-------------	---

No.	Original articles	Amended articles
	<p>Full and complete disclosure of the full particulars of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgement on the matters to be discussed shall be made in the notices of general meeting and any supplementary notices thereof.</p> <p>The <del>date of record shall</del> not be changed once <del>confirmed</del>.</p> <p>The notice and supplementary notice of the general meeting shall contain the content prescribed by the Hong Kong Listing Rules and these Articles, and shall fully and completely disclose the full particulars of all proposals. Where the matters to be discussed require the opinions of the independent directors, such opinions and reasons shall be disclosed at the same time issuing the notice or supplementary notice of the general meeting. Where the Company needs to provide additional material information on matters proposed at the general meeting, it shall provide such information not less than <del>ten</del> (10) working days. The Company shall postpone the general meeting to ensure it complies with the regulations if necessary.</p>	<p>Full and complete disclosure of the full particulars of all proposals, as well as all information or explanations necessary to enable shareholders to make a reasonable judgement on the matters to be discussed shall be made in the notices of general meeting and any supplementary notices thereof.</p> <p><u>The start time of voting via online or other means for the general meeting must not be earlier than 3:00 p.m. on the date before the date on which the physical general meeting is held and not be later than 9:30 a.m. on the date on which the physical general meeting is held. The end time must not be earlier than 3:00 p.m. on the day on which physical general meeting ends.</u></p> <p><u>The interval between the record date and the meeting date may not exceed seven (7) working days. The record date may not be changed once determined.</u></p> <p>The notice and supplementary notice of the general meeting shall contain the content prescribed by the Hong Kong Listing Rules and these Articles, and shall fully and completely disclose the full particulars of all proposals. Where the matters to be discussed require the opinions of the independent directors, such opinions and reasons shall be disclosed at the same time issuing the notice or supplementary notice of the general meeting. Where the Company needs to provide additional material information on matters proposed at the general meeting, it shall provide such information not less than 10 working days. The Company shall postpone the general meeting to ensure it complies with the regulations if necessary.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
	<p>After the notice of the general meeting is issued, the meeting <del>shall</del> not be postponed or canceled without valid reasons, and the proposals set out in such notice <del>shall</del> not be withdrawn. If the meetings have to be postponed or canceled, the Company shall make an announcement at least two (2) <del>business</del> days before the original date for convening the general meeting, and state the specific reasons for the postpone or cancellation; if the meeting is postponed, the postponed date <del>shall</del> be stated in the announcement.</p> <p>If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meeting, such provisions shall prevail provided that they do not violate laws, regulation, rules and relevant norms.</p>	<p><b>Article 62</b> After the notice of the general meeting is issued, the meeting <u>may</u> not be postponed or canceled without valid reasons, and the proposals set out in such notice <u>may</u> not be withdrawn. If the meetings have to be postponed or canceled, the Company shall make an announcement at least two (2) <u>working</u> days before the original date for convening the general meeting, and state the specific reasons for the postpone or cancellation; if the meeting is postponed, the postponed date <u>has to</u> be stated in the announcement.</p> <p>If there are special provisions under the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for postponing or canceling general meeting, such provisions prevail provided that they do not violate <u>the</u> laws, regulation, rules and relevant norms.</p>
45		<p><b>Article 61</b> <u>If the election of directors is considered at a general meeting, the detailed information of the director candidates has to be fully disclosed, including at least the following information, in the notice of the general meeting:</u></p> <ol style="list-style-type: none"> <li data-bbox="858 1087 1356 1172">(1) <u>personal particulars such as educational background, work experience, and part-time jobs;</u></li> <li data-bbox="858 1204 1356 1321">(2) <u>whether there is an affiliated relationship with the Company, its controlling shareholder, or the actual controller;</u></li> <li data-bbox="858 1353 1356 1406">(3) <u>the number of shares held in the Company;</u></li> <li data-bbox="858 1438 1356 1555">(4) <u>whether they are subject to any penalty by the CSRC and any other relevant authorities or any sanction by the stock exchange;</u></li> <li data-bbox="858 1587 1356 1747">(5) <u>any other information on the newly appointed, re-elected, or re-designated directors that must be disclosed as required by the regulatory rules of the place where the Company's shares are listed.</u></li> </ol> <p><u>Except for the election of directors by the cumulative voting system, each director candidate shall be proposed as a single resolution.</u></p>

No.	Original articles	Amended articles
46	<p><b>Article 56</b> All shareholders or their proxies of the Company <del>shall be</del> entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p>	<p><b>Article 64</b> All shareholders of the Company <u>listed in the register of members as of the record date</u> or their proxies <u>are</u> entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles. <u>A shareholder may attend the general meeting in person or appoint a proxy to attend and vote on their behalf.</u></p>
47	<p><b>Article 58</b> The power of attorney issued by shareholders to authorize other persons to attend the general meetings shall clearly specify the followings:</p> <p>(I) the names of the proxies;</p> <p>(II) <del>whether the proxies have the right to vote;</del></p> <p>(III) the instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the meeting, <del>respectively;</del></p> <p>(IV) the date of issuance and the effective period of the power of attorney;</p> <p>(V) the signature (or seal) of the principal. If the principal is a legal entity, the seal of the legal entity <del>shall</del> be affixed.</p> <p><b>Article 59</b> The power of attorney <del>shall</del> specify whether the proxies can vote according to his/her own will if the shareholder does not give specific instructions.</p>	<p><b>Article 66</b> The power of attorney issued by shareholders to authorize other persons to attend the general meetings shall clearly specify the followings:</p> <p>(I) <u>the name of the principal, the type and number of shares in the Company that he/she holds;</u></p> <p>(II) the names of the proxies;</p> <p>(III) <u>the specific instructions of the shareholder, including the instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the meeting;</u></p> <p>(IV) the date of issuance and the effective period of the power of attorney;</p> <p>(V) the signature (or seal) of the principal. If the principal is a legal entity, the seal of the legal entity <u>has to</u> be affixed;</p> <p>(VI) <u>any other information as required by laws, regulations or these Articles.</u></p> <p>The power of attorney <u>is required to</u> specify whether the proxies can vote according to his/her own will if the shareholder does not give specific instructions.</p>

No.	Original articles	Amended articles
48	<p><del>Article 60 The power of attorney for voting by proxy shall be kept at the domicile of the Company or at such other places as specified in the notice of convening the meeting at least 24 hours prior to the convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the power of attorney for voting by proxy is signed by another person authorized by the principal, the authorization letter or other authorization documents authorized to be signed shall be notarized. The notarized authorization letter or other authorization documents shall, together with the power of attorney for voting by proxy, be kept at the Company's domicile or at such other place as specified in the notice of convening the meeting.</del></p> <p><del>If the principal is a legal person, its legal representative or person authorized by its board of directors or other decision-making bodies to act as its representative shall attend the general meeting of the Company.</del></p>	<p><b>Article 67</b> Where the power of attorney for voting by proxy is signed by another person authorized by the principal, the authorization letter or other authorization documents authorized to be signed shall be notarized. The notarized authorization letter or other authorization documents shall, together with the power of attorney for voting by proxy, be kept at the Company's domicile or at such other place as specified in the notice of convening the meeting.</p>
49		<p><b>Article 68</b> <u>The Company is responsible for preparing the register of the attendees of the general meeting. The register of the attendees includes information such as the names of the attendees (or the names of the entities), the numbers of their identity cards, the amount of voting shares held or represented, and the names of the represented persons (or the names of the entities).</u></p>
50		<p><b>Article 69</b> <u>The convener and the lawyer engaged by the Company shall jointly verify the legitimacy of the qualifications of the shareholders based on the register of members provided by the securities registration and clearing house and record the names of the shareholders and the number of their voting shares. The meeting registration ends before the chairman of the meeting announces the number of shareholders and the proxies present at the physical meeting and the total number of their voting shares.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
51	<p><b>Article 61</b> <del>When a general meeting is convened, all the directors and the secretary to the board of directors shall attend the meeting, and the general manager and other senior management members shall be present at such meeting.</del> Subject to the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.</p>	<p><b>Article 70</b> <u>If the general meeting requires directors and senior management members to attend the meeting, they shall attend the meeting and answer the questions from the shareholders.</u> Subject to the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend or be present at the meeting via internet, video, telephone or other means with equivalent effect.</p>
52	<p><b>Article 62</b> <del>A general meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, such meeting shall be presided over by a director elected by half or more of the directors.</del></p> <p><del>A general meeting convened by the audit committee on its own shall be presided over by the chairperson of the audit committee. If the chairperson of the audit committee is unable or fails to perform his/her duties, such meeting shall be convened and presided over by a member elected by more than half of the members of the audit committee.</del></p> <p><del>A general meeting convened by the shareholders on their own shall be presided over by a representative elected by the conveners.</del></p> <p><del>Where the general meeting is unable to continue due to the chairman of the meeting violating the laws and regulations or the provisions of these Articles during the meeting, the general meeting may elect a person to chair the meeting upon consent of the attending shareholders with more than half of the voting rights to continue the meeting.</del></p>	<p><b>Article 71</b> <u>A general meeting is presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, such meeting is presided over by a director elected by half or more of the directors.</u></p> <p><u>A general meeting convened by the audit committee on its own is presided over by the chairman of the audit committee. If the chairman of the audit committee is unable or fails to perform his/her duties, such meeting is convened and presided over by a member elected by more than half of the members of the audit committee.</u></p> <p><u>A general meeting convened by the shareholders on their own is presided over by the convener or the representative elected by such convener.</u></p> <p><u>Where the general meeting is unable to continue due to the chairman of the meeting violating the laws and regulations or the provisions of these Articles during the meeting, the general meeting may elect a person to chair the meeting upon consent of the attending shareholders with more than half of the voting rights to continue the meeting.</u></p>

No.	Original articles	Amended articles
53	<p><del>Article 63</del> The Company shall formulate the <del>terms of reference</del> for the general meeting which shall specify the <del>duties and responsibilities of the general meeting</del>, as well as the <del>procedures for convening, notifying, holding and voting, in order to standardize the operation mechanism of the general meeting</del>. The <del>terms of reference for the general meeting</del> shall be prepared by the board of directors and approved by <del>at</del> the general meeting.</p>	<p><u>Article 72</u> The Company shall formulate the <u>rules of procedure</u> for the general meetings which specify <u>in detail the procedures for convening and holding of and voting at a general meeting, including notice, registration, consideration of proposals, voting, ballot counting, announcement of voting results, formation of meeting resolutions, preparation of the minutes and affixation of signatures, and preparation of announcements, and the principles for the general meeting to grant authorization to the board of directors, and the scope of authorization should be clear and specific.</u> The <u>rules of procedure for general meetings</u> are prepared by the board of directors and approved by the general meeting, <u>and attached hereto as an appendix.</u></p>
54		<p><u>Article 75</u> The chairman of the meeting shall <u>announce the number of shareholders and proxies present at the physical meeting and the total number of their voting shares before the voting. The number of shareholders and proxies present at the physical meeting and the total number of their voting shares is determined based on the meeting registration.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
55	<p><b>Article 66</b> The general meeting shall have minutes prepared by the secretary of the board of directors, <del>and shall</del> include the following information:</p> <p>(I) the time, venue and agenda of the meeting and name of the convener;</p> <p>(II) the name of the chairman of the meeting and the names of the directors, <del>general manager and other</del> senior management members <del>attending or</del> present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and their shareholding <del>of</del> the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) the questions, opinions or suggestions from shareholders and the corresponding answers or explanations;</p> <p>(VI) names of the vote counters and scrutinizer;</p> <p>(VII) other <del>contents</del> to be recorded in the minutes as specified in these Articles.</p>	<p><b>Article 76</b> The general meeting shall have minutes prepared by the secretary of the board of directors, <u>which</u> include the following information:</p> <p>(I) the time, venue and agenda of the meeting and name of the convener;</p> <p>(II) the name of the chairman of the meeting and the names of the directors and senior management members present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them, and their shareholding <u>in</u> the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) the questions, opinions or suggestions from shareholders and the corresponding answers or explanations;</p> <p>(VI) names of <u>the lawyer</u>, the vote counters and scrutinizer;</p> <p>(VII) <u>any other information</u> to be recorded in the minutes as specified in these Articles.</p>
56	<p><b>Article 67</b> Directors, secretary to the board of directors, conveners or their representatives and the chairman of the meeting attending the meeting shall sign on the minutes, and shall ensure the minutes are true, accurate and complete. The minutes shall be kept together with the attendance record of the attending shareholders, power of attorney for attending by proxy, valid information of online voting and voting by other means, for a period of not less than 10 years.</p>	<p><b>Article 77</b> Directors, secretary to the board of directors, <u>the</u> convener or their representatives and the chairman of the meeting <u>attending or present</u> at the meeting shall sign on the minutes, and <u>the convener</u> shall ensure the minutes are true, accurate and complete. The minutes shall be kept together with the attendance record of the attending shareholders, power of attorney for attending by proxy, valid information of online voting and voting by other means, for a period of not less than 10 years.</p>

No.	Original articles	Amended articles
57	<p><b>Article 68</b> The convener shall ensure that the general meeting is conducted continuously until final resolutions are made. In the event that the general meeting is adjourned or resolutions fail to be resolved due to special reasons such as force majeure, necessary measures <del>shall</del> be taken to resume the meeting as soon as possible or terminate that meeting.</p>	<p><b>Article 78</b> The convener shall ensure that the general meeting is conducted continuously until final resolutions are made. In the event that the general meeting is adjourned or resolutions fail to be resolved due to special reasons such as force majeure, necessary measures <u>should</u> be taken to resume the meeting as soon as possible or terminate that meeting, and a timely announcement has to be issued. <u>At the same time, the convener shall report to the local branch of the CSRC and the Shenzhen Stock Exchange.</u></p>
58	<p><b>Article 69</b> The resolutions of the general meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of the general meeting <del>shall</del> be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p> <p>Special resolutions of the general meeting <del>shall</del> be adopted by more than two-thirds (2/3) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p>	<p><b>Article 79</b> The resolutions of the general meeting are classified into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions of the general meeting <u>are</u> adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p> <p>Special resolutions of the general meeting <u>are</u> adopted by more than two-thirds (2/3) of the voting rights held by the shareholders (including shareholders' proxies) present at the general meeting.</p>
59	<p><b>Article 70</b> The following matters <del>shall be</del> passed by ordinary resolutions of the general meeting:</p> <p>(I) work reports of the board of directors;</p> <p>(II) proposals formulated by the board of directors for distribution of profits and for losses recovery;</p> <p>(III) appointment and removal of the <del>non-employee representative</del> members of the board of directors, their remuneration and method of payment of their remuneration;</p> <p>(IV) <del>annual report of the Company;</del></p> <p>(V) other matters than those stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, other provisions of the relevant regulatory authorities where the Company's shares are listed, or <del>the matters</del> shall be adopted by special resolutions in accordance with the provisions of these Articles.</p>	<p><b>Article 80</b> The following matters <u>are</u> passed by ordinary resolutions of the general meeting:</p> <p>(I) work reports of the board of directors;</p> <p>(II) proposals formulated by the board of directors for distribution of profits and for losses recovery;</p> <p>(III) appointment and removal of the members of the board of directors, their remuneration and method of payment of their remuneration;</p> <p>(IV) <u>any other matters than those stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, other provisions of the relevant regulatory authorities where the Company's shares are listed, or those shall be adopted by special resolutions in accordance with the provisions of these Articles.</u></p>

No.	Original articles	Amended articles
60	<p><b>Article 71</b> The following matters <del>shall be</del> passed by special resolutions of the general meeting:</p> <p>(I) the increase or reduction of the registered capital by the Company;</p> <p>(II) the division, merger, dissolution or liquidation of the Company;</p> <p>(III) the amendment to these Articles;</p> <p>(IV) the purchase, the sale of major assets or the guarantee by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(V) other matters stipulated by laws, administrative regulations, or these Articles, as well as other matters that the general meeting determines by ordinary resolutions that will have a significant impact on the Company and need to be adopted by special resolutions.</p>	<p><b>Article 81</b> The following matters <u>are</u> passed by special resolutions of the general meeting:</p> <p>(I) the increase or reduction of the registered capital by the Company;</p> <p>(II) the division, merger, dissolution or liquidation of the Company;</p> <p>(III) the amendment to these Articles;</p> <p>(IV) the purchase, the sale of major assets or the <u>provision of guarantee to others</u> by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(V) <u>equity incentive plans and employee stock ownership plans</u>;</p> <p>(VI) <u>any</u> other matters stipulated by laws, administrative regulations, or these Articles, as well as other matters that the general meeting determines by ordinary resolutions that will have a significant impact on the Company and need to be adopted by special resolutions.</p>

No.	Original articles	Amended articles
61	<p><del>Article 72</del> ..... Where the <del>following</del> material issues affecting the interests of small and medium shareholders are being considered at the general meeting, the votes by small and medium shareholders shall be counted separately and disclosed:</p> <p>(I) <del>appointment and removal of directors;</del></p> <p>(II) <del>formulation or revision of profit distribution policies, or distribution of profits;</del></p> <p>(III) <del>related party transactions, external guarantees (excluding guarantees for subsidiaries within the scope of consolidated statements), provision of financial assistance to external parties, change the use of proceeds, etc.;</del></p> <p>(IV) <del>major asset restructuring, share incentive and employee stock ownership plan;</del></p> <p>(V) <del>public offering of shares, application for transfer of shares to other domestic stock exchanges (hereinafter referred to as "Application for Transfer") or application for listing of shares on other foreign stock exchanges;</del></p> <p>(VI) <del>Other matters stipulated by laws and regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and these Articles.</del></p> <p>.....</p> <p><del>The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with the Securities Law may solicit voting rights from the Company's shareholders at general meeting. The solicitation of voting rights shall make sufficient disclosure of the information such as specific voting intentions to the solicited persons and shall not be conducted in compensation or disguised compensation.</del></p>	<p><b>Article 82</b> ..... Where the material issues affecting the interests of small and medium shareholders are being considered at the general meeting, the votes by small and medium shareholders shall be counted separately and disclosed. ....</p> <p>The board of directors, independent directors, shareholders holding more than 1% of the voting shares, or investor protection <u>bodies</u> established in accordance with <u>laws, administrative regulations, or the regulations of the CSRC</u> may <u>publicly solicit the shareholders of the Company to entrust them to attend a general meeting and exercise shareholders' rights such as the right of proposals and the right to vote on their behalf. Unless otherwise provided by the laws and regulations, the listed Company and the convener of the general meeting may not impose any conditions to the solicited persons. Sufficient necessary information is required to be fully disclosed to the solicited person for him/her to make an authorized entrustment when soliciting of voting rights. It is prohibited to solicit shareholders' voting rights in direct or indirect compensation. Except under legal conditions, the Company is not allowed to set a minimum shareholding ratio limit for the solicitation of voting rights.</u></p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
62	<p><del>Article 73</del> When <del>the general meeting deliberates</del> connected transaction matters, the connected shareholders shall not participate in voting, and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes of shares with voting rights present at the general meeting. Except as otherwise provided by laws and regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, and all shareholders are related parties.</p> <p>The connected shareholders referred to in the preceding paragraph include the following shareholders or any shareholder falling within the scope of any of the following circumstances:</p> <p>(I) a counterparty;</p> <p>(II) a person who directly or indirectly controls the counterparty;</p> <p>(III) a person directly or indirectly controlled by the counterparty;</p> <p>(IV) a person under direct or indirect control of the same legal person or natural person with the counterparty;</p> <p>(V) a shareholder whose voting right is restricted and affected as a result of an outstanding share transfer agreement or other agreement with the counterparty or the connected person of that counterparty;</p> <p>(VI) other shareholders who may have interests which are in favor of.</p> <p><del>In particular, when the general meeting deliberates connected transaction matters, the connected shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in voting, and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes. The announcement of resolutions at the general meeting shall fully disclose the votes by non-connected persons.</del></p>	<p><u>Article 83</u> When a connected transaction is considered at a general meeting, the connected shareholder and his/her close associate (as defined under Hong Kong Listing Rules) are not allowed to participate in voting on such connected transaction and not represent other shareholders in exercising their voting rights. The number of voting shares they represent are not counted in the total number of valid vote. The announcement of the resolution of the general meeting is required to fully disclose the voting of non-connected shareholders, except for as provided by the laws, regulations, departmental rules, or the securities regulatory rules of the place where the Company's shares are listed, or the circumstances that all shareholders are connected parties.</p> <p>The connected shareholders referred to in the preceding paragraph include the following shareholders or any shareholder falling within the scope of any of the following circumstances:</p> <p>(I) a counterparty;</p> <p>(II) a person who has direct or indirect control over the counterparty;</p> <p>(III) a person directly or indirectly controlled by the counterparty;</p> <p>(IV) a person under direct or indirect control of the same legal person (or other organization) or natural person with the counterparty;</p> <p>(V) a close family member of the counterparty to the transaction or its direct or indirect controller;</p> <p>(VI) a person who works for the counterparty to the transaction, or works for a legal person (or other organization) that can directly or indirectly control the counterparty to the transaction or a legal person (or other organization) directly or indirectly controlled by the counterparty to the transaction;</p> <p>(VII) a person whose voting right is restricted and affected as a result of an outstanding share transfer agreement or any other agreement with the counterparty or the connected party of that counterparty;</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
	<p>Before <del>the general meeting deliberates</del> connected transaction matters, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents. <del>Connected persons or their authorized representatives may attend the general meeting, and may clarify their views to the shareholders attending the meeting in accordance with the procedures of the meeting, but shall abstain from voting by poll.</del></p> <p>When <del>the general meeting deliberates</del> connected transaction matters, <del>connected shareholders and its</del> close associates 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 do so. After connected persons and its close associates have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of these Articles. The <del>presider</del> of the meeting shall announce the number of shareholders and proxies present at the meeting excluding the total number of voting shares held by the connected persons and its close associates.</p> <p>Resolutions made at the general meeting on matters relating to connected transactions shall effect only when they are passed by more than half of the votes held by the non-connected attending the general meeting. However, when the connected transaction involves matters that need to be passed by special resolutions as stipulated in these Articles, the resolutions of the general meeting shall effect only when they are passed by more than two thirds (2/3) of the voting rights held by the non-connected persons attending the general meeting.</p> <p>If a connected person or its close associates participate in voting by poll in violation of the provisions of this Article, his/her/its voting on the matters relating to connected transaction shall be invalid.</p>	<p>(VIII) <u>any other shareholder recognized by the CSRC or the securities regulatory rules of the place where the Company's shares are listed as likely to have existence of interests in his/her favor.</u></p> <p>Before <u>a</u> connected transaction <u>is considered at the general meeting</u>, the Company shall determine the scope of <u>the</u> connected shareholders in accordance with relevant laws, regulations and normative documents.</p> <p>When <u>a</u> connected transaction <u>is considered at the general meeting</u>, the connected shareholders <u>and their</u> close associates shall abstain from voting. If <u>the</u> connected shareholders fail to abstain from voting, other shareholders attending the meeting have the right to <u>demand</u> them to do so. After <u>the</u> connected shareholders and <u>their</u> close associates have abstained from voting, other shareholders shall vote <u>based on the voting rights held by them</u> and pass the corresponding resolution in accordance with the provisions <u>hereof</u>. The <u>chairman</u> of the meeting shall announce the number of shareholders and proxies present at the meeting excluding the total number of voting shares held by the connected <u>shareholders</u> and <u>their</u> close associates.</p> <p>Resolutions made at the general meeting on matters relating to connected transactions <u>come into</u> effect only when they are passed by more than half of the votes held by the non-connected <u>shareholders</u> attending the general meeting. However, when the connected transaction involves matters that need to be passed by special resolutions as stipulated <u>herein</u>, the resolutions of the general meeting <u>come into</u> effect only when they are passed by more than two thirds (2/3) of the voting rights held by the non-connected <u>shareholders</u> attending the general meeting.</p> <p>If a connected <u>shareholder</u> or <u>his/her</u> close associates participates in voting by poll in violation of the provisions <u>hereof</u>, his/her voting on the matters relating to connected <u>(related party) transaction becomes</u> invalid.</p>

No.	Original articles	Amended articles
63	<p><b>Article 74</b> In these Articles, the meaning of “connected transaction” includes “connected transaction” as defined in the Hong Kong Listing Rules, “<del>related party</del>” includes “connected person” as defined in the Hong Kong Listing Rules, and “connected relationship” includes “connected relationship” as defined in the Hong Kong Listing Rules. Unless the Company is in crisis or under other exceptional cases, without the approval by special resolution at the general meeting, the Company shall not enter into contract with any person other than the directors, <del>general managers or other</del> senior management members to hand over the administration of all or material business of the Company to such person.</p>	<p><b>Article 200</b> Definitions ..... In these Articles, the meaning of “connected transaction” includes “connected transaction” as defined in the Hong Kong Listing Rules, “<u>connected party</u>” includes “connected person” as defined in the Hong Kong Listing Rules, and “connected relationship” includes “connected relationship” as defined in the Hong Kong Listing Rules.</p> <p><u>(IV) Unless otherwise specified in these Articles, “Yuan” refers to the Renminbi, the legal currency of the People’s Republic of China.</u></p> <p><b>Article 84</b> Unless the Company is in crisis or under other exceptional cases, without the approval by special resolution at the general meeting, the Company shall not enter into contract with any person other than the directors or senior management members to hand over the administration of all or material business of the Company to such person.</p>
64	<p><b>Article 75</b> The list of director candidates shall be submitted as proposal to the general meeting for voting.</p> <p>Methods and procedures to nominate director candidates are as follows:</p> <p>(I) Shareholders who individually or collectively hold more than <u>3%</u> of the shares of the Company and the board of directors may nominate candidates for <del>directors</del>;</p> <p>(II) Director candidates represented by the employee representatives shall be democratically elected by the employees of the Company; <del>when</del> a shareholder nominates a director, the shareholder shall, prior to the general meeting, submit the proposal, details of the nominated candidate, and the candidate’s declaration and undertaking to the board of directors.</p> <p>When a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more directors where the proportion of shares in which a single shareholder and its party acting in concert are interested is 30% or more, the cumulative voting system <del>shall</del> be <u>implemented</u>.</p>	<p><b>Article 85</b> The list of director candidates shall be submitted as proposal to the general meeting for voting.</p> <p>Methods and procedures to nominate director candidates are as follows:</p> <p>(I) Shareholders who individually or collectively hold more than <u>1%</u> of the shares of the Company and the <u>current</u> board of directors may nominate candidates for <u>non-employee representative directors</u>. <u>The qualification review is conducted by the nomination committee of the current board of directors. If the candidates meet the qualification requirements for directors after review, the board of directors shall submit them to the general meeting for voting;</u></p> <p>(II) Director candidates represented by the employee representatives shall be democratically elected by the employees of the Company.</p> <p><u>When a shareholder nominates a director, the shareholder shall, prior to the general meeting, submit the proposal, details of the nominated candidate, and the candidate’s declaration and undertaking to the board of directors.</u></p>

No.	Original articles	Amended articles
	<p>The cumulative voting system stated in the preceding paragraph means that when the general meeting elects directors, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. <del>The board of directors shall issue an announcement in relation to the biography and basic information of the director candidates to the shareholders.</del></p> <p>Details of the implementation of the cumulative voting system are set out below:</p> <p>(I) <del>Where the cumulative voting system is implemented, before voting at the general meeting on the candidates of directors, the presider of the meeting shall clearly inform attending shareholders about how the cumulative voting in the election of the candidates of directors is implemented, make explanations and interpretations of the details, voting rules and methods of completing the ballots of the cumulative voting system, and inform the voting right of each share in the election of directors. The staff of the general meeting shall prepare ballots applicable for the implementation of the cumulative voting.</del></p> <p>(II) <del>The number of voting rights possessed by the shareholders attending the meeting is equal to the product of the total number of shares held by them multiplied by the number of directors to be elected at the general meeting, and such portion of the voting rights may only be exercised for the director candidates at the general meeting. Voting shareholders must state the number of shares of the Company held by them on a ballot and mark the number of voting rights used by them after each director is elected by them.</del></p> <p>(III) <del>Whether a director candidate will be elected as a director shall be recognized by the number of their received votes, but the number of the votes received by each elected director must exceed half (1/2) of the total number of shares held by the shareholders present at the general meeting.</del></p>	<p><u>When the election of directors is voted on at the general meeting, the cumulative voting system may be adopted in accordance with the provisions of these Articles or the resolution of the general meeting.</u> When a voting is carried out at the general meeting on the election of two or more independent directors, or on the election of two or more <u>non-independent</u> directors where the proportion of shares in which a single shareholder and its party acting in concert are interested is 30% or more, the cumulative voting system <u>should be adopted.</u></p> <p>The cumulative voting system stated in the preceding paragraph means that when the general meeting elects directors, each share <u>has</u> the same number of voting rights as the number of directors to be elected, and the voting rights held by shareholders may be used collectively. <u>The number of voting rights each shareholder holds is equal to the product of the number of shares that he/she holds multiplied by the number of directors they are entitled to elect. A shareholder may cast all his/her votes for one director candidate or split his/her votes at will among all the director candidates he/she is entitled to vote for. The candidates with the most votes are elected. However, the number of votes obtained by the elected directors must exceed 1/2 of the number of shares held by the shareholders with voting rights present at the shareholders' meeting.</u></p>

No.	Original articles	Amended articles
	<p>(IV) <del>Upon the completion of the voting by the attending shareholders, vote counters at the general meeting shall count and announce the total votes received by each director candidate, and the election results of the directors will be determined in the manner described above. The presider of the meeting shall announce the list of the elected directors on the spot and make timely announcement.</del></p>	
65		<p><b>Article 88</b> <u>The same voting right may only choose one of ways of voting: voting at the physical meeting, online voting or other voting methods. In the case of there is a repeat vote by the same voting right, the result of the first vote prevails.</u></p>
66	<p><b>Article 79</b> Before voting on the proposal at the general meeting, two representatives shall be elected to count and scrutinize the votes. If a shareholder <del>is interested</del> in the matter to be considered, such shareholder and his/her/its proxy <del>shall</del> not participate in the vote counting and scrutinizing.</p> <p>When voting on a proposal at the general meeting, <del>the</del> shareholders' representative <del>shall</del> be responsible for counting and scrutinizing the votes, and the voting results of the resolutions <del>shall</del> be announced on the spot and recorded in the minutes.</p>	<p><b>Article 90</b> Before voting on the proposal at the general meeting, two representatives shall be elected to count and scrutinize the votes. If a shareholder <u>has connected relation</u> in the matter to be considered, such shareholder and his/her/its proxy <u>may</u> not participate in the vote counting and scrutinizing.</p> <p>When voting on a proposal at the general meeting, <u>a lawyer and a shareholders' representative are</u> responsible for counting and scrutinizing the votes, and the voting results of the resolutions <u>are</u> announced on the spot and recorded in the minutes.</p> <p><u>The shareholders or their proxies who vote through online or any other means have the right to check their voting results through corresponding voting system.</u></p> <p><u>The chairman of the general meeting shall declare the voting and result of each proposal and declare whether the proposal is passed according to the voting results.</u></p> <p><u>Prior to formal announcement of voting results, the Company, vote counter, scrutineer, shareholders, online service providers and other parties involved in onsite voting or voting by other means at the general meeting are obliged to keep confidential the voting process.</u></p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
67	<p><b>Article 81</b> Shareholders attending the general meeting shall express one of the three opinions on the proposal submitted for voting: “For”, “Against”, or “Abstain”.</p> <p>If the ballot paper is left blank, unduly completed or illegible or not cast, <del>the voter shall</del> be deemed to have abstained from voting and the voting result of the corresponding voting shares shall be “Abstain”.</p>	<p><b>Article 91</b> <u>The shareholders attending the general meeting shall express one of the three opinions on the proposal submitted for voting: “For”, “Against”, or “Abstain”, except for the securities registration and clearing house which, as the nominal holder of the shares under the Stock Connect between the Mainland and Hong Kong stock markets, makes declarations in accordance with the intentions of the beneficial holders.</u></p> <p>If the ballot paper is left blank, unduly completed or illegible or not cast, <u>such voter is</u> deemed to have abstained from voting and the voting result of the corresponding voting shares should be counted as “Abstain”.</p>
68	<p><b>Article 83</b> Onsite voting at the general meeting shall not be closed earlier than the closing time of voting by other means. The <del>presider</del> at the meeting shall decide whether the resolutions at the general meeting are passed based on the voting results, and shall announce the voting results on the spot. The voting results on resolution shall be recorded in the minutes.</p> <p>Prior to formal announcement of voting results, the Company, vote counter, scrutineer, <del>substantial</del> shareholders, online service providers and other parties involved in onsite voting or voting by other means at the general meeting are obliged to keep confidential the voting process.</p> <p><del>The Company shall publish an announcement in relation to the voting results at the general meeting as soon as practicable after the meeting, and in any event no later than 30 minutes prior to the opening of the market on the first business day following the meeting.</del></p>	<p><b>Article 90</b> Before voting on the proposal at the general meeting, two representatives shall be elected to count and scrutinize the votes. .... Prior to formal announcement of voting results, the Company, vote counter, scrutineer, shareholders, online service providers and other parties involved in onsite voting or voting by other means at the general meeting are obliged to keep confidential the voting process.</p> <p><b>Article 93</b> Onsite voting at the general meeting <u>may</u> not be closed earlier than the closing time of voting by other means. The <u>chairman</u> at the meeting shall decide whether the resolutions at the general meeting are passed based on the voting results, and shall announce the voting results on the spot. The voting results on resolution shall be recorded in the minutes.</p> <p><b>Article 94</b> <u>The resolution of the general meeting shall be announced in a timely manner. The announcement shall list the number of the shareholders and the proxies present at the meeting, the total number of shares with voting rights held and their proportion to the total number of shares with voting rights of the Company, the voting method, the voting results of each proposal and the detailed contents of all the resolutions passed. If a proposal is not passed, or if the resolution(s) passed at the previous general meeting is/are changed by the current general meeting, a special note has to be given in the announcement of the general meeting resolution.</u></p>

No.	Original articles	Amended articles
69	<p><b>Article 86</b> The directors of the Company are natural persons. A person may not serve as a director of the Company if any of the following circumstances applies:</p> <p>(I) that person has no or limited civil capacity;</p> <p>(II) that person was convicted of and a punitive sentence was imposed on such person for corruption, bribery, encroachment on or misappropriation of property or sabotaging the order of the socialist market economy or has been deprived of his/ her political rights as a result of him/her having committed an offence and, in each case, a period of 5 years has not elapsed since the term of the sentence or deprivation was served, or has been granted probation, and not more than 2 years have passed since the expiration of the probation period;</p> <p>(III) that person is a former director, factory manager or manager of a company or enterprise which became bankruptcy and liquidated, and was required to assume personal liability for the bankruptcy of that company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of that company or enterprise;</p> <p>(IV) that person is a former legal representative of a company or enterprise which had its business license revoked or was ordered to close down on the grounds of contravention of law, and was required to assume personal liability thereof, where less than 3 years have elapsed since the date of revocation of the business license or order to close down of that company or enterprise;</p> <p>(V) that person who has been listed as a <del>dishonest judgment debtor</del> by the People's Court for not being able to settle a substantial amount of debt due;</p>	<p><b>Article 97</b> The directors of the Company are natural persons. A person may not serve as a director of the Company if any of the following circumstances applies:</p> <p>(I) that person has no or limited civil capacity;</p> <p>(II) that person was convicted of and a punitive sentence was imposed on such person for corruption, bribery, encroachment on or misappropriation of property or sabotaging the order of the socialist market economy or has been deprived of his/ her political rights as a result of him/her having committed an offence and, in each case, a period of 5 years has not elapsed since the term of the sentence or deprivation was served, or has been granted probation, and not more than 2 years have passed since the expiration of the probation period;</p> <p>(III) that person is a former director, factory manager or manager of a company or <u>an</u> enterprise which became bankruptcy and liquidated, and was required to assume personal liability for the bankruptcy of that company or enterprise, where less than 3 years have elapsed since the date of completion of the insolvent liquidation of that company or enterprise;</p> <p>(IV) that person is a former legal representative of a company or <u>an</u> enterprise which had its business license revoked or was ordered to close down on the grounds of contravention of law, and was required to assume personal liability thereof, where less than 3 years have elapsed since the date of revocation of the business license or order to close down of that company or enterprise;</p> <p>(V) that person who has been listed as a <u>judgment defaulter</u> by the People's Court for not being able to settle a substantial amount of debt due;</p>

No.	Original articles	Amended articles
	<p>(VI) that person is currently barred from the securities market <del>or deemed inappropriate</del> by the CSRC;</p> <p>(VII) that person is deemed inappropriate to serve as a director, <del>a supervisor</del> or a senior management member of the Company <del>and subject to disciplinary punishment</del> by the stock exchange <del>or National Equities Exchange and Quotations Corporation Limited</del>, where the term <del>of disciplinary punishment</del> has not yet expired;</p> <p>(VIII) any other circumstances as provided by the laws, administrative regulations, departmental rules <del>and</del> the CSRC <del>and</del> the stock exchange where the Company's shares are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or designation <del>shall be</del> invalid. The Company may remove any director who falls within any of the above categories in this Article during his/her term of office.</p>	<p>(VI) that person is currently barred from the securities market by the CSRC;</p> <p>(VII) that person is <u>publicly</u> deemed inappropriate to serve as a director or a senior management member of the Company by the stock exchange <u>where the Company's stocks are listed</u>, where the term has not yet expired;</p> <p>(VIII) any other circumstances as provided by the laws, administrative regulations, departmental rules, <u>the CSRC</u> <u>or</u> the stock exchange where the Company's shares are listed.</p> <p>If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or designation <u>is</u> invalid. The Company may remove any director who falls within any of the above categories in this Article during his/her term of office.</p>

No.	Original articles	Amended articles
70	<p><b>Article 87</b> Directors <del>shall be</del> elected or replaced at the general meeting <del>for a term of three (3) years</del> and may be re-elected upon the expiration of their terms of office. Except provided otherwise by relevant laws, regulations, these Articles and relevant securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The term of office of a director commences from the date of his/her taking office till the expiry of the current session of the board of directors. A director is required to continue to perform his/her duties as a director in accordance with the laws, administrative regulations, department rules and these Articles until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p><del>The general manager or other senior management members</del> may concurrently serve as directors, provided that the total number of directors who concurrently serve as <del>general manager or other</del> senior management members and directors who are employee representatives shall not exceed half (1/2) of the total number of directors of the Company.</p> <p>Any new director appointed by the board of directors to fill a casual vacancy or as an additional director shall hold office until the first general meeting of the Company following his/her appointment. Such director is eligible for, and may offer himself/herself for re-election by shareholders at the first general meeting after his/her appointment.</p>	<p><b>Article 98</b> Directors are elected or replaced by the general meeting and may be <u>removed from office by the general meeting prior to the expiration of their terms of office</u>. The terms of office of directors shall be three years. Directors <u>may be</u> re-elected upon expiration of their terms of office, except provided otherwise by relevant laws, regulations, these Articles and relevant securities regulatory rules of the stock exchange where the Company's shares are listed.</p> <p>The term of office of a director commences from the date of his/her taking office till the expiry of the current session of the board of directors. A director is required to continue to perform his/her duties as a director in accordance with the laws, administrative regulations, department rules and these Articles until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.</p> <p><u>Senior management members</u> may concurrently serve as directors, provided that the total number of directors who concurrently serve as senior management members and directors who are employee representatives <u>may</u> not exceed half (1/2) of the total number of directors of the Company.</p> <p>Any new director appointed by the board of directors to fill a casual vacancy or as an additional director shall hold office until the first general meeting of the Company following his/her appointment. Such director is eligible for, and may offer himself/herself for re-election by shareholders at the first general meeting after his/her appointment.</p>

No.	Original articles	Amended articles
71	<p><del>Article 88 Directors shall fulfill the following duties of loyalty to the Company in accordance with the laws, administrative regulations and these Articles:</del></p> <p>(I) <del>not abusing their powers to accept bribes or any other unlawful income or encroach on the Company's properties;</del></p> <p>(II) <del>not misappropriating the Company's funds;</del></p> <p>(III) <del>not depositing the Company's assets or funds into any accounts under their own names or the names of other individuals;</del></p> <p>(IV) <del>not lending the Company's funds to others or providing guarantees in favor of others backed by the Company's assets in violation of these Articles or without approval of the general meeting or the board of directors;</del></p> <p>(V) <del>not entering into any contracts or transactions with the Company in violation of these Articles or without approval of the general meeting;</del></p>	<p><u>Article 99 Directors shall comply with the laws, administrative regulations and the provisions of these Articles, have the following fiduciary duties to the Company and take measures to avoid conflicts between their own interests and the interests of the Company, and may not use their powers to seek improper benefits.</u></p> <p><u>Directors have the following fiduciary duties to the Company:</u></p> <p>(I) <u>not to misappropriate the Company's property or embezzle the Company's funds;</u></p> <p>(II) <u>not to deposit the Company's assets or funds into any accounts under their own names or the names of other individuals;</u></p> <p>(III) <u>not to use their powers to offer bribes or receive any other illegal income;</u></p> <p>(IV) <u>not to enter into any contracts or transactions with the Company without accounting to the board of directors or the general meeting for such contracts or transactions and obtaining the approval of the resolution by the board of directors or the general meeting in accordance with the provisions of these Articles;</u></p> <p>(V) <u>not to leverage on their position and powers for themselves or others to procure business opportunities which should be available to the Company, except under the condition that they have accounted to the board of directors or the general meeting for such business opportunities and obtained the approval of resolution by the general meeting, or the Company is not allowed to use such business opportunities under the laws, administrative regulations or the provisions of these Articles;</u></p>

No.	Original articles	Amended articles
	<p>(VI) <del>not leveraging on their position and powers to procure business opportunities which should be available to the Company for themselves or others or</del> engaging in any business similar to that of the Company, either on their own or with others, <del>without approval of the general meeting;</del></p> <p>(VII) not accepting for their own benefit any commissions in relation to transactions <del>with</del> the Company;</p> <p>(VIII) not disclosing without authorization any confidential information of the Company;</p> <p>(IX) not using their connected relationships to harm the interests of the Company;</p> <p>(X) performing any other duties of <del>loyalty</del> provided by the laws, administrative regulations, departmental rules and these Articles.</p> <p>The Company may <del>have</del> a claim against the breaching director for an account of profits for any income earned by such director in violation of this Article; such director is liable for compensation if any loss is caused to the Company.</p>	<p>(VI) not <u>to</u> engage in any business similar to that of the Company, either on their own or with others, <u>unless they have accounted to the board of directors or the general meeting for such business opportunities and obtained the approval of resolution by the general meeting;</u></p> <p>(VII) not <u>to</u> accept for their own benefit any commission in relation to <u>any transaction between other party and the</u> Company;</p> <p>(VIII) not <u>to</u> disclose without authorization any confidential information of the Company;</p> <p>(IX) not <u>to</u> use their connected relationships to harm the interests of the Company;</p> <p>(X) <u>to</u> perform any other duties of <u>fiduciary</u> provided by the laws, administrative regulations, departmental rules and these Articles.</p> <p>The Company may <u>make</u> a claim against the breaching director for an account of profits for any income earned by such director in violation of this Article; such director is liable for compensation if any loss is caused to the Company.</p> <p><u>The provision of sub-paragraph (IV) of the paragraph 2 of this article applies when any close family member of a director or a senior management member, any undertaking directly or indirectly controlled by such director, senior management member or his/her close family member(s), or any related party with any other connected relationships with such director or such senior management member enters into any contract or any transaction with the Company.</u></p>

No.	Original articles	Amended articles
72	<p><del>Article 89</del> Directors shall <del>fulfill the following duties of care to the Company in accordance with the laws, administrative regulations and these Articles:</del></p> <p>(I) to exercise the powers conferred by the Company with prudence, care and diligence to ensure that the commercial activities of the Company comply with the provisions of the laws, administrative regulations and various state economic policies and not exceed the business scope specified in the business license of the Company;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to keep track of the operation and management of the Company on a timely basis;</p>	<p><b>Article 100</b> Directors shall <u>comply with the laws, administrative regulations and the provisions of these Articles, and owe a duty of diligence to the Company and, when performing their duties, shall exercise the reasonable care normally expected of a manager in the best interests of the Company.</u></p> <p><u>Directors have the following fiduciary duties to the Company:</u></p> <p>(I) to exercise the powers conferred by the Company with prudence, care and diligence to ensure that the commercial activities of the Company comply with the provisions of the laws, administrative regulations and various state economic policies and not exceed the business scope specified in the business license of the Company;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to keep track of the operation and management of the Company on a timely basis;</p> <p>(IV) <u>to sign the written confirmation and opinion of the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate, and complete;</u></p> <p>(V) <u>to ensure that they have sufficient time and energy to participate in the Company's affairs, and, when considering any matter submitted to the board of directors for decision-making, fully collect information and make careful judgement on, among others, whether the matter under consideration involve their own interests, whether it falls within the ambit of the board's authority, whether the materials are sufficient, and whether the voting procedures are lawful;</u></p>

No.	Original articles	Amended articles
	<p>(IV) to provide the audit committee with truthful information and materials, and not to intervene the performance of the audit committee of their duties and functions;</p> <p>(V) to perform any other duties of care provided by the laws, administrative regulations, departmental rules and these Articles.</p>	<p>(VI) to provide the audit committee with truthful information and materials, and not to intervene the performance of the audit committee of their duties and functions;</p> <p>(VII) to perform any other duties of care provided by the laws, administrative regulations, departmental rules and these Articles.</p>
73	<p><b>Article 91</b> Directors may submit their resignation prior to the expiry of their terms of office. The resigning director is required to submit a resignation report to the board in writing and is not allowed to evade his/her responsibilities by resignation or any other means.</p> <p>In the event that the resignation of a director will result in the number of members of the board of the Company falling below the statutory minimum number requirement, the original director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, departmental rules and these Articles until a new director takes his/ her office.</p> <p><del>Save for the circumstances set out in the preceding paragraph, the director's resignation takes effect upon servicing his/her resignation report to the board.</del></p>	<p><b>Article 102</b> Directors may submit their resignation prior to the expiry of their terms of office. The resigning director is required to submit a resignation report to the board in writing and is not allowed to evade his/her responsibilities by resignation or any other means. <u>The resignation takes effect on the date on which the Company receives the resignation report. The Company will disclose relevant information within two business days.</u></p> <p>In the event that the resignation of a director will result in the number of members of the board of the Company falling below the statutory minimum number requirement, the original director shall continue to perform his/her duties as a director pursuant to the laws, administrative regulations, departmental rules and these Articles until a new director takes his/ her office.</p>
74	<p><del><b>Article 92</b> A director may be removed before expiry of his/her term of office by an ordinary resolution at the general meeting subject to compliance with relevant laws and regulations and the listing rules of the stock exchange where the Company's shares are listed. Removal of a director shall not prejudice such director's right to claim for compensation under any contract.</del></p>	<p><b>Article 103</b> <u>A director may be removed by a resolution at a general meeting, and the removal takes effect on the date on which the resolution is passed.</u></p> <p><u>If a director is removed without justifiable reasons before the expiration of his/her term of office, the director may demand the Company to make compensation.</u></p>

No.	Original articles	Amended articles
75	<p><b>Article 93</b> Upon the resignation becoming effective or expiration of his/her term of office or dismissal, the director shall complete all handover procedures with the board. His/her duty of fiduciary towards the Company and shareholders remains valid within 12 months after the expiration of his/her term of office.</p>	<p><b>Article 104</b> <u>The Company shall establish a management system for the departure of directors, which clearly sets out the safeguard measures for pursuing legal action and recovering losses caused by any unfulfilled public commitments and any other pending tasks.</u> Upon the resignation becoming effective or expiration of his/her term of office or dismissal, the director shall complete all handover procedures with the board. His/her duty of fiduciary towards the Company and shareholders remains valid within 12 months after the expiration of his/her term of office. <u>The departing director's obligation of confidentiality in relation to business secrets of the Company shall subsist upon the end of his/her tenure until such business secrets become public. The director shall also strictly perform obligations such as non-compete restrictions in the same industry as agreed with the Company. With respect to the duration of other duties owed by the director, if not stipulated in the appointment contract, such duration shall be determined based on the principle of fairness, taking into account factors including the nature of the matter, its significance to the Company, the duration of its impact on the Company, and the relationship with such director. The liability that a director shall bear for performing his/her duties during his/her term of office may not be exempted or terminated due to his/her departure; and a departing director is obliged to fulfil any commitments which remain unfulfilled at the time of his/her departure.</u></p>
76	<p><b>Article 95</b> A director is liable for compensation for any loss of the Company arising from violation by him/her of any laws, administrative regulations, departmental rules or these Articles in the course of performing his/her duties.</p>	<p><b>Article 106</b> <u>The Company is liable for compensation for any harm to other party caused by a director in the course of his/her performance of duties; and a director is liable for compensation if he/she acts with willful or gross negligence.</u> A director is liable for compensation for any loss of the Company arising from violation by him/her of any laws, administrative regulations, departmental rules or these Articles in the course of performing his/her duties.</p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
77	<p><del>Article 96 The functions of the non-executive directors include:</del></p> <p>(I) <del>attending the board meetings to provide independent opinions on issues such as strategy, policy, the Company's performance, accountability, resources, key appointment and standards of conduct;</del></p> <p>(II) <del>providing guidance when there is existence of potential conflicts of interests;</del></p> <p>(III) <del>servng on the audit committee, remuneration committee, nomination committee and any other special committees under the board of directors, if invited;</del></p> <p>(IV) <del>scrutinizing the Company's performance to determine if the Company has achieved its defined corporate goals and objectives, and monitoring the reporting of such performance.</del></p> <p><del>Article 97 The Company appoints independent directors and establishes an independent director system. The rights and obligations, duties and performance procedures of the independent directors are specified in the corresponding systems formulated by the Company. The qualifications, appointment and removal of independent directors, their duties and mode of performance, duty performance guarantee and filing procedures shall be implemented in accordance with relevant requirements of the laws, administrative regulations, the CSRC, the stock exchange where the shares are listed and the Articles of Association.</del></p>	<p><u>Article 124 Independent directors shall earnestly perform their duties in accordance with laws, administrative regulations, the regulations of CSRC and the stock exchanges where the Company's shares are listed, and the provisions of these Articles, participate in decision making, checks and balances, and provision of professional advice to the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.</u></p> <p><u>Article 125 Independent directors must maintain their independence. The following persons may not serve as independent directors:</u></p> <p>(I) <u>any person who is employed by the Company or its affiliated enterprise, and his/her spouses, parents, children, and major social relatives;</u></p> <p>(II) <u>a natural person shareholder who directly or indirectly holds more than 1% of the Company's issued shares, or is among the top ten shareholders of the Company, and his/her spouses, parents, and children;</u></p> <p>(III) <u>any person who is employed by a shareholder who directly or indirectly holds more than 5% of the Company's issued shares or by the top five shareholders of the Company, and his/her spouses, parents, and children;</u></p> <p>(IV) <u>any person who is employed by an affiliated enterprise of the Company's controlling shareholder or its actual controller, and his/her spouses, parents, and children;</u></p> <p>(V) <u>any person who has significant business dealings with the Company, its controlling shareholder, its actual controller, or their respective affiliated enterprises, or any person who is employed by an entity with significant business dealings and its controlling shareholder or its actual controller;</u></p>

No.	Original articles	Amended articles
		<p>(VI) <u>any person who provide services such as finance, law, consultation, and sponsorship to the Company, its controlling shareholder, its actual controller, or their respective affiliated enterprises, including but not limited to all team members of the project, reviewers at all levels, report signatory, partners, directors, senior management members, and chief responsible person of the intermediary institution providing such services;</u></p> <p>(VII) <u>any person who was in the circumstances listed in sub-paragraphs (I) to (VI) in the past twelve months;</u></p> <p>(VIII) <u>any other person who does not meet the independence requirements as provided by laws, administrative regulations, the CSRC, the stock exchange where the Company's shares are listed, and these Articles.</u></p> <p><u>An independent director shall conduct a self-review on his/her independence annually and submit the results of the self-review to the board of directors. The board of directors shall annually evaluate the independence of the incumbent independent directors and issue a special opinion which shall be disclosed simultaneously with the annual report.</u></p> <p><b>Article 126</b> <u>An individual shall meet the following criteria to serve as an independent director of the Company:</u></p> <p>(I) <u>to have the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations, and any other relevant regulations;</u></p> <p>(II) <u>to meet the independence requirements as provided in these Articles;</u></p> <p>(III) <u>to meet the independence requirements as set forth in Hong Kong Listing Rules;</u></p> <p>(IV) <u>to have basic knowledge on the operation of a listed company and be familiar with relevant laws, regulations, and rules;</u></p>

No.	Original articles	Amended articles
		<p>(V) <u>to have more than five years of work experience in law, accounting, or economics necessary for fulfilling the duties as an independent director;</u></p> <p>(VI) <u>to have good personal integrity with no bad record such as loss of credibility;</u></p> <p>(VII) <u>to meet any other criteria as provided by laws, administrative regulations, the CSRC, the stock exchange where the Company's stocks are listed, and these Articles.</u></p> <p><b>Article 127</b> <u>As a member of the board of directors, an independent director owes duties of fiduciary and diligence to the Company and all shareholders, and shall prudently perform the following functions and duties:</u></p> <p>(I) <u>to participate in the board's decision making and express clear opinion on the matters being considered;</u></p> <p>(II) <u>to oversee any potential major conflicts of interest between the Company and its controlling shareholder(s), actual controller(s), director(s), and senior management member(s) to protect the legitimate rights and interests of minority shareholders;</u></p> <p>(III) <u>to provide professional and objective recommendations for the Company's operation and development to improve the quality of the board's decision-making;</u></p> <p>(IV) <u>to perform any other functions and duties as provided by laws, administrative regulations, the CSRC, and these Articles.</u></p> <p><b>Article 128</b> <u>Independent directors shall exercise the following special powers and duties:</u></p> <p>(I) <u>to engage intermediary institutions on their own to conduct audits, consultations, or verifications on specific matters of the Company;</u></p>

No.	Original articles	Amended articles
		<p>(II) <u>to propose to the board of directors to convene an extraordinary general meeting;</u></p> <p>(III) <u>to propose to convene a meeting of the board of directors;</u></p> <p>(IV) <u>to lawfully solicit shareholders' rights from shareholders in public;</u></p> <p>(V) <u>to express independent opinion on matters that may harm the interests of the Company or minority shareholders;</u></p> <p>(VI) <u>to exercise any other powers conferred by laws, administrative regulations, the CSRC, and these Articles.</u></p> <p><u>Independent directors shall obtain the consent of more than half of all independent directors before exercising the powers listed in sub-paragraphs (I) to (III) of Paragraph 1 of this Article.</u></p> <p><u>In the event that an independent director exercises the powers set out in Paragraph 1 of this Article, the Company shall promptly disclose relevant information. If the aforesaid powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</u></p> <p><b>Article 129</b> <u>The following matters are subject to the consideration by the board of directors upon being approved by more than half of all independent directors of the Company:</u></p> <p>(I) <u>connected (related party) transactions that are required to be disclosed;</u></p> <p>(II) <u>any plan for the Company and relevant parties to change or waive their undertakings;</u></p> <p>(III) <u>decisions made and measures taken by the board of directors of the acquired listed company in response to the acquisition;</u></p> <p>(IV) <u>any other matters as provided by laws, administrative regulations, the CSRC, and these Articles.</u></p>

No.	Original articles	Amended articles
		<p><u>Article 130 The Company has in place a special meeting mechanism composed entirely of independent directors. Prior approval from a special meeting of independent directors is required if the board of directors intends to review matters such as related-party transactions.</u></p> <p><u>The Company holds scheduled or unscheduled special meetings of independent directors. Matters listed in sub-paragraphs (I) to (III) of the paragraph 1 of Article 128 and Article 129 hereof require reviews by a special meeting of independent directors.</u></p> <p><u>A special meeting of independent directors may study and discuss any other matters of the Company as needed.</u></p> <p><u>A special meeting of independent directors is convened and chaired by an independent director jointly elected by more than half of the independent directors. If the convener fails to perform or is unable to perform his/her duties, two or more independent directors may convene a meeting on their own and elect a representative to chair the meeting.</u></p> <p><u>The minutes of a special meeting of independent directors shall be prepared as required. The opinions of independent directors should be recorded in the minutes. Independent directors shall affix their signatures on the minutes for confirmation.</u></p> <p><u>The Company provides convenience and support for holding of a special meeting of independent directors.</u></p>

No.	Original articles	Amended articles
78	<p><b>Article 98</b> The Company has <del>the</del> board of directors, <del>which is accountable to the general meeting.</del></p> <p><b>Article 99</b> The board of directors is composed of <del>7-11</del> directors, <del>and the members</del> of the board of directors are elected by the general meeting in accordance with the laws, and the employee representative director(s) <del>shall be</del> elected through democratic means such as the employee representatives' meeting. The directors are categorized as executive directors, non-executive directors, and independent directors, of whom there shall be not less than three independent directors, <del>which shall</del> constitute at least one third or more of the total number of the board, at least one independent director <del>shall</del> have appropriate professional qualifications or appropriate accounting or related financial management expertise, and at least one independent director shall ordinarily reside in Hong Kong.</p> <p><b>Article 102</b> <del>The board of directors has one chairman, who is elected by more than half of all directors.</del></p>	<p><b>Article 107</b> The Company has <u>a</u> board of directors. The board of directors is composed of 7 directors, <u>including 3 independent directors and 1 employee director</u>. The board of directors <u>has a chairman who is elected by a majority of all directors of the board of directors</u>. The <u>non-employee representative director(s)</u> of the board of directors <u>is/are</u> elected by the general meeting in accordance with the laws, and the employee representative director(s) <u>is/are</u> elected through democratic means such as the employee representatives' meeting. The directors are categorized as executive directors, non-executive directors, and independent directors, of whom there shall be not less than three independent directors <u>who</u> constitute at least one third or more of the total number of the board, <u>and</u> at least one independent director <u>must</u> have appropriate professional qualifications or appropriate accounting or related financial management expertise, and at least one independent director shall ordinarily reside in Hong Kong.</p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
79	<p><b>Article 100</b> The board of directors exercises the following functions and powers:</p> <p>(I) to convene general meetings and report on its work to the general meetings;</p> <p>(II) to implement the resolution(s) of a general meeting;</p> <p>(III) to determine the business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of corporate bonds or other securities and listing;</p> <p>(VI) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or conversion of the corporate form of the Company;</p> <p>(VII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the general meeting;</p> <p>(VIII) to determine the setup of the Company's internal management bodies;</p> <p>(IX) to decide on the appointment or dismissal of the Company's <del>general</del> manager, secretary to the Board and other senior management members, and decide on their remuneration, rewards and <del>punishments</del>; to decide on the appointment or dismissal of the Company's deputy <del>general</del> manager, chief financial officer and other senior management members based on the nomination of the <del>general</del> manager, and decide on their remuneration, rewards and <del>punishments</del>;</p> <p>(X) to formulate the fundamental management system of the Company;</p>	<p><b>Article 108</b> The board of directors exercises the following functions and powers:</p> <p>(I) to convene general meetings and report on its work to the general meetings;</p> <p>(II) to implement the resolution(s) of a general meeting;</p> <p>(III) to determine the business operation plans and investment plans of the Company;</p> <p>(IV) to formulate the profit distribution plans and loss recovery plans of the Company;</p> <p>(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of corporate bonds or other securities and listing;</p> <p>(VI) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or conversion of the corporate form of the Company;</p> <p>(VII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the general meeting;</p> <p>(VIII) to determine the setup of the Company's internal management bodies;</p> <p>(IX) to decide on the appointment or dismissal of the Company's manager, secretary to the Board and other senior management members, and decide on their remuneration, rewards and <u>penalties</u>; to decide on the appointment or dismissal of the Company's deputy manager(s), chief financial officer and other senior management members based on the nomination of the manager, and decide on their remuneration, rewards and <u>penalties</u>;</p> <p>(X) to formulate the fundamental management system of the Company;</p>

No.	Original articles	Amended articles
	<p>(XI) to formulate the proposal for amendment of these Articles;</p> <p>(XII) to propose to the general meeting to engage or replace the accounting firm that provides auditing services to the Company;</p> <p>(XIII) to listen to the work report of the <del>general</del> manager of the Company and inspect his/her work;</p> <p>(XIV) to manage the information disclosure of the Company;</p> <p>(XV) except as otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance), and if those transactions fall within the authority of the general meeting, they <del>shall</del> be submitted to the general meeting for consideration:</p> <ol style="list-style-type: none"> <li>1. The total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 10% of the Company's audited total assets for the most recent period;</li> <li>2. The transaction amount accounts for more than 10% of the Company's latest audited net assets and exceeds RMB10 million;</li> <li>3. The operating income related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited operating income of the Company in the most recent accounting year and exceeds RMB10 million;</li> </ol>	<p>(XI) to formulate the proposal for amendment of these Articles;</p> <p>(XII) to propose to the general meeting to engage or replace the accounting firm that provides auditing services to the Company;</p> <p>(XIII) to listen to the work report of the manager of the Company and inspect his/her work;</p> <p>(XIV) to manage the information disclosure of the Company;</p> <p>(XV) except as otherwise provided by the securities regulatory rules of the place where the shares of the Company are listed, to decide the following transactions (except for the provision of guarantees and financial assistance), and if those transactions fall within the authority of the general meeting, they <u>should</u> be submitted to the general meeting for consideration:</p> <ol style="list-style-type: none"> <li>1. The total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for more than 10% of the Company's audited total assets for the most recent period;</li> <li>2. The transaction amount <u>(including the liabilities assumed and the expenses)</u> accounts for more than 10% of the Company's latest audited net assets and <u>the absolute amount</u> exceeds RMB10 million;</li> <li>3. The operating income related to the subject matter of the transaction (such as equity <u>interests</u>) in the most recent accounting year accounts for more than 10% of the audited operating income of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB10 million;</li> </ol>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
	<p>4. The profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million;</p> <p>5. The net profit related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and exceeds RMB1.5 million.</p> <p>If the figures involved in the calculation of the above indicators are negative, the absolute value of such figures shall be used.</p> <p>(XVI) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:</p> <p>1. the transaction amount of the connected transactions between the Company and related individuals exceed RMB300,000;</p> <p>2. transactions with related legal entities that account for more than 0.2% of the Company's latest audited <del>total</del> assets and exceed RMB3 million;</p> <p>3. non-exempt connected transactions with connected parties defined by the Hong Kong Stock Exchange;</p>	<p>4. The profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB1 million;</p> <p>5. The net profit related to the subject matter of the transaction (such as equity <u>interests</u>) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year and <u>the absolute amount</u> exceeds RMB1 million.</p> <p>If the figures involved in the calculation of the above indicators are negative, the absolute value of such figures <u>should</u> be used.</p> <p>(XVI) to decide on the following connected transactions (except for the provision of guarantees), which shall be submitted to the general meeting for consideration if they fall within the authority of the general meeting:</p> <p>1. the transaction amount of the connected transactions between the Company and related individuals <u>exceeds</u> RMB300,000;</p> <p>2. transactions with related legal entities that account for more than 0.5% of <u>the absolute value of the Company's latest audited net</u> assets and <u>exceeds</u> RMB3 million;</p> <p>3. non-exempt connected transactions with connected parties defined by the Hong Kong Stock Exchange;</p>

No.	Original articles	Amended articles
	<p>4. the following connected transactions between the Company and its related parties are exempted from consideration in the manner of connected transactions:</p> <p>1) one party subscribes to the other party's public offering of shares, corporate bonds, debentures, convertible corporate bonds, or other types of securities in cash;</p> <p>2) one party acts as a member of an underwriting syndicate to underwrite the other party's public offering of shares, corporate bonds or debentures, convertible bonds or other types of securities;</p> <p>3) one party receives dividends, bonuses or remuneration based on a resolution of the general meeting of the other party;</p> <p>4) <del>one party participates in the public bidding or auction of the other party, except where it is difficult to form a fair price through bidding or auction;</del></p> <p>5) <del>transactions in which a company unilaterally obtains benefits, including receiving gifts of cash assets, being granted debt relief, and accepting guarantees and assistance;</del></p>	<p>4. the following connected transactions between the Company and its related parties are exempted from consideration in the manner of connected transactions:</p> <p>1) one party subscribes to the other party's public offering of shares, corporate bonds, debentures, convertible corporate bonds, or other types of securities in cash;</p> <p>2) one party acts as a member of an underwriting syndicate to underwrite the other party's public offering of shares, corporate bonds or debentures, convertible bonds or other types of securities;</p> <p>3) one party receives dividends, bonuses or remuneration based on a resolution of the general meeting of the other party;</p>

No.	Original articles	Amended articles
	<p>6) <del>connected transactions of which prices are determined by the State;</del></p> <p>7) <del>the related party provides funds to the Company at an interest rate not higher than the benchmark interest rate for loan for the same period stipulated by the People's Bank of China, and the Company does not provide any corresponding guarantee for the financial assistance;</del></p> <p>8) <del>the Company provides products and services to directors and senior management members on the same trading terms as provided to non-related parties;</del></p> <p>9) <del>connected transactions that can be exempted or individually exempted under Chapter 14A of the Hong Kong Listing Rules;</del></p> <p>10) <del>any other transactions which are specified by the CSRC and the stock exchange where the shares are listed.</del></p> <p>Before <del>the</del> connected transaction is submitted to the board of directors for consideration, it <del>shall</del> be considered and discussed in a special meeting held by independent directors and disclosed in the announcement of the connected transaction with approval by more than half of all independent directors of the Company.</p>	<p><u>4)</u> <del>connected transactions that can be exempted or individually exempted under Chapter 14A of the Hong Kong Listing Rules;</del></p> <p><u>5)</u> any other transactions which are specified by the CSRC and the stock exchange where the shares are listed.</p> <p>Before <u>a</u> connected transaction is submitted to the board of directors for consideration, it <u>has to</u> be considered and discussed in a special meeting held by independent directors and disclosed in the announcement of the connected transaction with approval by more than half of all independent directors of the Company.</p>

No.	Original articles	Amended articles
	<p>(XVII) external guarantees other than those required to be submitted to <del>the</del> general meeting for consideration and approval as provided in Article <del>39</del> of these Articles;</p> <p>(XVIII) external financial assistance matters other than those required to be submitted to the general meeting for consideration and approval as provided in Article <del>38</del> of these Articles;</p> <p>(XIX) any other authorities which are granted by law, administrative regulations, departmental rules, or these Articles.</p>	<p>(XVII) <u>any other</u> external guarantees other than those required to be submitted to a general meeting for consideration and approval as provided in Article <del>46</del> of these Articles, <u>for which approval by more than 2/3 of the directors present at the board meeting must be obtained;</u></p> <p>(XVIII) <u>any other</u> external financial assistance matters other than those required to be submitted to the general meeting for consideration and approval as provided in Article <del>45</del> of these Articles, <u>for which approval by resolution of more than 2/3 of the directors present at the board meeting must be obtained;</u></p> <p>(XIX) any other authorities which are granted by law, administrative regulations, departmental rules, or these Articles.</p>
80		<p><b>Article 110</b> <u>The board of directors formulates the rules of procedure for board meetings to ensure that the board of directors implements the resolutions of a general meeting, improves efficiency, and ensures scientific decision-making. The rules of procedure for board meetings, drafted by the board of directors, are attached hereto as an appendix, and comes into effect upon obtaining the approved by general meeting.</u></p>
81		<p><b>Article 111</b> <u>The board of directors shall determine the authority for, among others, external investments, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted wealth management, related-party transactions, and external donations, and establish strict review and decision-making procedures; for major investment projects, relevant experts and professionals should be arranged to carry out a review, and submission to a general meeting for approval is required.</u></p>

No.	Original articles	Amended articles
82	<p><b>Article 103</b> The chairman of the board of directors exercises the following functions and powers:</p> <p>(I) to preside over the general meetings and convene and preside over the meetings of the board of directors;</p> <p>(II) to supervise and inspect the implementation of the resolutions of the board of directors;</p> <p>(III) <del>to consider and approve under the authorization of the board of directors of the Company the following transactions within the ambit of his or her authority, except as otherwise provided in the securities regulatory rules of the place where the Company's shares are listed:</del></p> <ol style="list-style-type: none"> <li data-bbox="411 910 842 1151">1. <del>the total amount of assets involved in the transaction (where both book value and appraised value exist, whichever is higher) accounts for less than 10% of the Company's total audited assets for the most recent period;</del></li> <li data-bbox="411 1187 842 1464">2. <del>the transaction amount accounts for less than 10% of the Company's latest audited net assets, or the absolute amount is less than RMB10 million, and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;</del></li> <li data-bbox="411 1500 842 1923">3. <del>the operating income related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for less than 10% of the audited operating income of the Company in the most recent accounting year, or the absolute amount is less than RMB10 million, and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;</del></li> </ol>	<p><b>Article 112</b> The chairman of the board of directors exercises the following functions and powers:</p> <p>(I) to preside over the general meetings and convene and preside over the meetings of the board of directors;</p> <p>(II) to supervise and inspect the implementation of the resolutions of the board of directors;</p>

No.	Original articles	Amended articles
	<p data-bbox="408 293 829 612">4. <del>the profit generated from the transaction accounts for less than 10% of the audited net profit of the Company in the most recent accounting year, or the absolute amount is less than RMB1.5 million and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;</del></p> <p data-bbox="408 646 829 1023">5. <del>the net profit related to the subject matter of the transaction (such as equity) in the most recent accounting year accounts for less than 10% of the audited net profit of the Company in the most recent accounting year, or the absolute amount is less than RMB1.5 million and the transaction does not fall within the scope of consideration and approval by the board of directors or the general meeting;</del></p> <p data-bbox="408 1057 829 1555">6. <del>a connected transaction (except for guarantees provided by the Company) in which the amount of the transaction between the Company and a connected individual is less than RMB300,000 and does not fall within the scope of consideration and approval by the board of directors or the general meeting; or the amount of the connected transaction between the Company and connected legal entities is less than RMB3 million or accounts for less than 0.2% of the Company's total audited assets in the most recent period;</del></p> <p data-bbox="408 1589 829 1789">7. <del>financing matters in which the amount of the Company's single borrowing or the cumulative amount of borrowings within an accounting year is less than 10% of the Company's latest audited net assets.</del></p> <p data-bbox="331 1823 829 1902">(IV) to exercise any other functions and powers granted by the board of directors.</p>	<p data-bbox="858 293 1353 378">(III) to exercise any other functions and powers granted by the board of directors.</p>

No.	Original articles	Amended articles
83	<p><b>Article 104</b> ..... The board of directors shall hold regular meetings, which <del>shall be held at least two times</del> a year. Notices of <del>regular board meetings shall</del> be sent to all directors at least <del>fourteen days in advance</del>. Regular meetings of the board of directors may not be replaced by the board's approval given by way of circulation of written resolutions.</p>	<p><b>Article 114</b> The board of directors shall hold regular meetings, which <u>are held at least twice a year and convened by the chairman</u>. Notices of <u>the meetings are required to</u> be sent to all directors at least <u>14 days before the date of the meeting</u>. Regular meetings of the board of directors may not be replaced by the board's approval given by way of circulation of written resolutions.</p>
84	<p><b>Article 105</b> An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or members of the audit committee, or more than 1/2 of the independent directors. The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors. The chairman of the board of directors may also convene an interim meeting of the board of directors according to actual needs.</p> <p><del>The interim meeting of the board of directors shall be notified in writing to all directors three days in advance of the meeting.</del></p> <p>.....</p>	<p><b>Article 115</b> An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or members of the audit committee, or more than 1/2 of the independent directors. The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors. The chairman of the board of directors may also convene an interim meeting of the board of directors according to actual needs.</p> <p><b>Article 116</b> <u>An</u> interim meeting of the board of directors shall be notified in writing to all directors three days in advance of the meeting. <u>However, in cases of no objections from the attending directors or in case of urgency, the aforesaid notice period may be waived at the discretion of the board of directors. Any director who attends the meeting and does not make any complaint about not having received a notice before or at the start of the meeting should be deemed to have received the notice of the meeting.</u></p>

No.	Original articles	Amended articles
85	<p><b>Article 106</b> ..... In the event that <del>the board of directors considers a connected transaction of the Company, the connected director(s) shall abstain from voting and shall not exercise voting rights on behalf of other director(s). The board meeting may only be held with the attendance of more than one half of non-connected directors and the resolutions of the board meeting are required to be approved by more than one half of non-related directors. In the event that the number of non-connected director(s) attending the board meeting is less than three, the Company shall to submit the transaction to the general meeting for consideration. Furthermore, save for the exceptions permitted by the Hong Kong Listing Rules or the Stock Exchange, a director shall not vote on any resolutions of the board of directors in respect of any contract or arrangement or any other proposals in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has any material interests, nor shall he/she to act so on behalf of other director(s).</del></p> <p>The connected directors mentioned in the preceding paragraph include the following directors or any director involved in any of the following circumstances:</p> <p>(I) being the counterparty of the transaction;</p> <p>(II) having direct or indirect control over the counterparty of the transaction;</p> <p>(III) being employed by the counterparty of the transaction, by a legal <del>entity</del> which directly or indirectly control or is controlled by the counterparty of the transaction;</p>	<p><b>Article 119</b> In the event that <u>a director has a connected relationship with the enterprise or individual involved in a resolution of the board of directors, such director shall promptly report it to the board of directors in writing. The director with connected relationship may not exercise his/her right to vote on such resolution and may not exercise voting right(s) on behalf of other director(s). Such board meeting may be held with the attendance of more than one half of non-connected directors. In the event that the number of non-connected director(s) attending the board meeting is less than three, the Company shall submit the transaction to the general meeting for consideration. Furthermore, save for the exceptions permitted by the Hong Kong Listing Rules or the Stock Exchange, a director may not vote on any resolutions of the board of directors in respect of any contract or arrangement or any other proposals in which he/she or any of his/her close associates has any material interests, nor shall he/she to act so on behalf of other director(s).</u></p> <p>The connected directors mentioned in the preceding paragraph include the following directors or any <u>other</u> director involved in any of the following circumstances:</p> <p>(I) being the counterparty of the transaction;</p> <p>(II) having direct or indirect control over the counterparty of the transaction;</p> <p>(III) being employed by the counterparty of the transaction, by a legal <u>person or any other entities</u> which directly or indirectly control or is controlled by the counterparty of the transaction;</p>

No.	Original articles	Amended articles
	<p>(IV) being a close family member of the counterparty of the transaction or a direct or indirect controlling party of such counterparty;</p> <p>(V) being a close family member of a director, supervisor <del>or</del> senior management member of the counterparty of the transaction or a direct or indirect controlling party of such counterparty;</p> <p>(VI) being a director whose independent business judgment may be affected as determined by the Company on the basis of other reasons.</p>	<p>(IV) being a close family member of the counterparty of the transaction or a direct or indirect controlling party of such counterparty. <u>Unless otherwise provided, the term "close family members" in these Articles includes spouses, parents, parents-in-law, siblings and their spouses, children over 18 years old and their spouses, siblings-in-law, and parents of the children's spouses;</u></p> <p>(V) being a close family member of a director, supervisor <u>and</u> senior management member of the counterparty of the transaction or a direct or indirect controlling party of such counterparty;</p> <p>(VI) being a director whose independent business judgment may be affected as determined by the Company on the basis of other reasons;</p> <p><u>(VII) being a person recognized by the CSRC, the Shenzhen Stock Exchange, or the listed Company as having their independent business judgments potentially affected for other reasons.</u></p>
86	<p><b>Article 107</b> Resolutions of the board of directors <del>shall be voted on by disclosed ballot.</del></p> <p>As long as directors are able to fully express their opinions at an interim meeting of the board of directors, resolutions may be passed by voting via communication means, and signed by the attending directors.</p>	<p><b>Article 120</b> Resolutions of the board of directors are voted on by <u>either show of hands or open vote.</u></p> <p>As long as directors are able to fully express their opinions at an interim meeting of the board of directors, resolutions may be passed by voting via electronic communication means, and signed by the attending directors.</p>
87	<p><del><b>Article 108</b> The board of directors shall formulate the terms of reference for the board of directors which specify the duties of the board of directors and the procedures for convening, holding and voting of meetings of the board of directors and regulate the operation mechanism of the board of directors, subject to the approval of general meetings.</del></p>	

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
88	<p><del>Article 112 The board of directors of the Company shall establish special committees such as strategy committee, audit committee, nomination committee and remuneration and appraisal committee. The special committees are accountable to the board of directors, fulfill their duties in accordance with these Articles and the authorization from the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision. The board of directors is responsible for the formulation of the work procedures for the special committees to regulate their operation.</del></p> <p><del>All members of the special committees are directors. The audit committee is entirely composed of non-executive directors, and has at least three members. A majority of its members are independent directors and at least one of them shall be an independent director who have appropriate professional qualifications or accounting or related financial management expertise as required by the securities regulatory rules of the place where the shares of the Company are listed, and the convener (i.e. chairperson) of its meetings shall be an independent director. A majority of the members of the remuneration and appraisal committee and the nomination committee shall be independent directors, while the convener (i.e. chairperson) of the remuneration and appraisal committee shall be an independent director and the convener (i.e. chairperson) of the nomination committee shall be the chairman of the board or independent directors. The board of directors may also establish other committees and reorganize the existing committees. For matters such as the duties and terms of reference of the special committees, the board of directors may formulate separate terms of reference for respective special committee of the board of directors.</del></p> <p><del>Article 119 The special committees are accountable to the board of directors, fulfill their duties in accordance with these Articles and the authorisation from the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision.</del></p>	<p><u><b>Section 4 Special Committees of the Board of Directors</b></u></p> <p>.....</p> <p><u>Article 132 The audit committee of the Company is composed of three board members appointed by the board of directors. These members are directors who do not hold any positions in senior management of the Company, and more than half of them are independent directors. The independent director who possess professional accounting qualification acts as a convener.</u></p> <p>.....</p> <p><u>Article 135 The Company's board of directors has in place other special committees such as the strategy committee, the nomination committee, the remuneration and appraisal committee, which perform their duties in accordance with the Articles and the authorization of the board of directors. Proposals of the special committees are subject to the consideration and decision of the board of directors. The rules of procedure for the special committees are formulated by the board of directors. All members of these special committees are the directors, among which, more than half of the members of the remuneration and appraisal committee and the nomination committee are independent directors, and an independent director acts as the convener.</u></p>

No.	Original articles	Amended articles
	<p><del>Article 120 The Company's audit committee is composed of three directors appointed by the board of directors. Members of the audit committee shall be diligent and responsible, supervise and evaluate the internal and external audit of the Company in a practical and efficient manner, and procure the Company to establish an effective internal control system and provide true, accurate and complete financial reports.</del></p> <p><del>Members of the audit committee shall possess the professional knowledge and experience to fulfill the duties of the audit committee.</del></p>	
89	<p><del>Chapter 6 General Manager and Other Senior Management Members</del></p> <p><del>Article 113 The Company has one general manager who is nominated by the chairman of the board of directors and appointed or dismissed by the board of directors.</del></p> <p><del>The Company has several deputy general managers and a number of other senior management members including the chief financial officer and the secretary of the board who shall be nominated by the general manager and appointed or dismissed by the board of directors.</del></p> <p><del>The deputy general managers, chief financial officer, secretary of the board and other senior management members are accountable to the general manager, responsible for the matters and tasks assigned by the general manger, and be specifically in charge of the operation and management works fall within the scope of their duties and responsibilities designated by the general manger.</del></p>	<p><b>Chapter 6 Senior Management Members</b></p> <p><b>Article 140</b> The Company has one manager who is nominated by the chairman of the board of directors and appointed or dismissed by the board of directors.</p> <p>The Company has several deputy managers, a chief financial officer and a secretary of the board <u>who may be concurrently held by the same person and is/are appointed or dismissed by the board of directors.</u></p> <p><u>Senior management members other than the manager are accountable to the manager, and are responsible for the matters and tasks assigned by the manger and specifically in charge of the operation and management fall within the scope of their duties and responsibilities designated by the manger.</u></p>
90	<p><del>Article 114 The circumstances set out in Article 86 of these Articles under which a person may not serve as a director also applies to a senior management member. The directors' duty of loyalty set out in Article 88 of these Articles and the directors' duty of care in items (IV) to (V) of Article 89 hereof also apply to a senior management member.</del></p> <p>.....</p>	<p><b>Article 141</b> The circumstances set out <u>herein</u> under which a person may not serve as a director <u>and the requirements under the employment termination procedures also apply to a senior management member. The directors' duty of fiduciary and the duty of diligence set out herein also apply to a senior management member.</u></p> <p><b>Article 142</b> <u>Any person who holds administrative positions other than directors and supervisors in the Company's controlling shareholder entity may not serve as senior management personnel of the Company.</u></p> <p><u>The Company's senior management members may only receive remuneration from the Company and not from the controlling shareholder on its behalf.</u></p>

No.	Original articles	Amended articles
91	<p><b>Article 115</b> Each term of the <del>general</del> manager is three years and may be extended by reappointment. The <del>general</del> manager is accountable to the board of directors and <del>exercises</del> the following powers:</p> <p>(I) to be responsible for organizing the formulation of the Company's development strategy, planning, business plans, major investment proposals, and reporting to the board of directors;</p> <p>(II) to organize the implementation of the resolutions of the board of directors and report to the board of directors;</p> <p>(III) to organize the implementation of the Company's annual business plan, budget program and investment plan;</p> <p>(IV) to formulate the plan for establishment of the Company's internal management organization;</p> <p>(V) to formulate the Company's fundamental management system;</p> <p>(VI) to be responsible for the nomination, management and appraisal of senior management <del>personnel</del> appointed or dismissed by the board of directors;</p> <p>(VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(VIII) to be responsible for <del>submitting</del> annual work reports and other reports to the board of directors;</p> <p>(IX) any other functions and powers conferred by the Articles <del>of Association</del> and the board of directors.</p> <p>The <del>general</del> manager shall present at the meetings of the board of directors.</p>	<p><b>Article 143</b> Each term of the manager is three years and may be extended by reappointment.</p> <p><b>Article 144</b> The manager is accountable to the board of directors and <u>perform</u> the following <u>duties and functions</u>:</p> <p>(I) to be responsible for organizing the formulation of the Company's development strategy, planning, business plans, major investment proposals, and reporting to the board of directors;</p> <p>(II) to organize the implementation of the resolutions of the board of directors and report <u>his/her work</u> to the board of directors;</p> <p>(III) to organize the implementation of the Company's annual business plan, budget program and investment plan;</p> <p>(IV) to formulate the plan for establishment of the Company's internal management organization;</p> <p>(V) to formulate the Company's fundamental management system;</p> <p>(VI) to <u>propose to the board of directors for appointment and dismissal of the deputy manager(s) and the chief financial officer, and be responsible for the nomination, management and appraisal of the senior management members other than the manager appointed or dismissed by the board of directors</u>;</p> <p>(VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;</p> <p>(VIII) to be responsible for <u>submission</u> of annual work reports and other reports to the board of directors;</p> <p>(IX) any other functions and powers conferred by <u>these</u> Articles and the board of directors.</p> <p>The manager shall present at the meetings of the board of directors.</p>

No.	Original articles	Amended articles
92		<p data-bbox="858 293 1353 421"><u>Article 145</u> The manager shall formulate detailed terms of reference for manager, which shall be implemented after being approved by the board of directors.</p> <p data-bbox="858 453 1353 517"><u>The detailed terms of reference for manager include the following contents:</u></p> <ul style="list-style-type: none"> <li data-bbox="858 549 1353 644">(I) <u>the conditions for convening of, and the procedures and the participants for, holding a manager meeting;</u></li> <li data-bbox="858 676 1353 772">(II) <u>the specific duties and division of responsibilities of the manager and other senior management members;</u></li> <li data-bbox="858 804 1353 932">(III) <u>the authority for using the Company's funds and assets, and signing of significant contracts, and the reporting system to the board of directors;</u></li> <li data-bbox="858 963 1353 1027">(IV) <u>any other matters that the board of directors deems necessary.</u></li> </ul> <p data-bbox="858 1070 1353 1251"><u>Article 146</u> The manager may submit resignation before the expiration of his/her term of office. The specific procedures and methods for the manager's resignation are set out in the employment contract between the manager and the Company.</p> <p data-bbox="858 1283 1353 1570"><u>Article 147</u> The deputy managers assist the manager in his/her work and are accountable the manager. The deputy managers are assigned by the manager to be in charge of relevant work and sign relevant business documents within the scope of their duties. If the manager is unable to perform his/her duties, a deputy manager may be assigned by the manager to perform the manager's duties on his/her behalf.</p>

No.	Original articles	Amended articles
93	<p><b>Article 116</b> The Company has a secretary of the board of directors <del>as the person in charge of information disclosure</del>, who is responsible for, among others, <del>information disclosure</del>, arrangement of general meetings and meetings of the board of directors, investor relationship and shareholder particulars management. <del>The person in charge of information disclosure shall attend meetings of the board of directors and general meetings of the Company.</del></p> <p><b>Article 117</b> In the event that the secretary of the board of directors of the Company is dismissed or resigns from his/her office, he/she shall complete the procedures for handover of <del>duty</del>. If the secretary of the board of directors fails to complete the procedures for handover of <del>duty</del> after submitting his/her resignation letter, he/she shall continue to assume his/her duties as the secretary of the board of directors.</p> <p>When there is a vacancy of the secretary of the board of directors, the board of directors of the Company shall designate a director or a senior management member to act as the <del>person in charge of information disclosure</del>, and shall appoint a succeeding secretary of the board of directors within three months. Before the appointment of such a person by the Company, the chairman of the board of directors shall act as the person in charge of information disclosure.</p>	<p><b>Article 148</b> The Company has a secretary of the board of directors, who is responsible for, among others, arrangement of general meetings and meetings of the board of directors, investor relationship, <u>document retention</u>, shareholder particulars management <u>and matters related to information disclosure</u>.</p> <p>In the event that the secretary of the board of directors of the Company is dismissed or resigns from his/her office, he/she shall complete the procedures for handover of <u>duties</u>. If the secretary of the board of directors fails to complete the procedures for handover of <u>duties</u> after submitting his/her resignation letter, he/she shall continue to assume his/her duties as the secretary of the board of directors.</p> <p>When there is a vacancy of the secretary of the board of directors, the board of directors of the Company shall designate a director or a senior management member to act as the <u>secretary of the board of directors</u>, and shall appoint a succeeding secretary of the board of directors within three months. Before the appointment of such a person by the Company, the chairman of the board of directors shall act as the person in charge of information disclosure.</p> <p><u>The secretary of the board of directors shall comply with relevant requirements of laws, administrative regulations, departmental rules, and these Articles.</u></p>
94	<p><b>Article 118</b> A senior management member is liable to compensate the Company for any loss caused to the Company as a result of his/her violation of the laws, administrative regulations, departmental rules or the provisions of these Articles in the performance of his/ her duties with the Company.</p>	<p><b>Article 149</b> <u>If a senior management member causes any damage to others in the course of performing his/her duties for the Company, the Company is liable for compensation; if the senior management member has willful or gross negligence, he/she is also liable for compensation.</u></p> <p>A senior management member is liable to compensate the Company for any loss caused to the Company as a result of his/her violation of the laws, administrative regulations, departmental rules or the provisions of these Articles in the performance of his/ her duties with the Company.</p>

No.	Original articles	Amended articles
95		<p><u>Article 150</u> The Company's senior management members shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders.</p> <p><u>If the Company's senior management members fail to faithfully perform their duties or breach the duty of good faith and cause damage to the interests of the Company and the public shareholders, they are liable for compensation in accordance with the laws.</u></p> <p><u>The duty of loyalty to the Company and all shareholders assumed by the senior management members shall not be automatically discharged prior to the effective of his/her departure and within a reasonable period or agreed period after the effective of his/her departure or the expiration of his/her term of office. The obligation of confidentiality of senior management members in relation to business secrets of the Company shall subsist upon the end of their tenure until such business secrets become public. The senior management members shall also strictly perform obligations such as non-compete restrictions in the same industry as agreed with the Company. With respect to the duration of other duties owed by the senior management members if not stipulated in the appointment contract, such duration shall be determined based on the principle of fairness, taking into account factors including the nature of the matter, its significance to the Company, the duration of its impact on the Company, and the relationship with such senior management members.</u></p>
96	<p><b>Article 121</b> The audit committee of the Company's board of directors shall be responsible for review of the Company's financial information and disclosure thereof, supervision and evaluation of internal and external audit and internal control. The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the audit committee:</p> <p>(I) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control assessment reports <del>(if any)</del>;</p>	<p><u>Article 131</u> The board of directors of the Company has an audit committee, which exercises the powers of the board of supervisors as provided in the Company Law.</p> <p><b>Article 133</b> The audit committee of the Company's board of directors shall be responsible for review of the Company's financial information and disclosure thereof, supervision and evaluation of internal and external audit and internal control. The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all members of the audit committee:</p> <p>(I) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control assessment reports;</p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
	<p>(II) appointment or dismissal of the accounting firm undertaking the audit work to the Company;</p> <p>(III) appointment or dismissal of the chief financial officer of the Company;</p> <p>(IV) changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</p> <p>(V) other matters as stipulated by laws, administrative regulations, the provisions of the securities regulatory rules of the place where the shares of the Company are listed and these Articles.</p> <p>The audit committee shall meet at least once every quarter, and may convene an extraordinary meeting on the proposal of two or more members, or when the convenor deems it necessary. The quorum of an audit committee meeting shall be over two-thirds of the members.</p>	<p>(II) appointment or dismissal of the accounting firm undertaking the audit work to the Company;</p> <p>(III) appointment or dismissal of the chief financial officer of the Company;</p> <p>(IV) changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</p> <p>(V) other matters as stipulated by laws, administrative regulations, the provisions of the securities regulatory rules of the place where the shares of the Company, <u>the Shenzhen Stock Exchange</u> are listed and these Articles.</p> <p><b>Article 134</b> The audit committee shall meet at least once every quarter, and may convene an extraordinary meeting on the proposal of two or more members, or when the convenor deems it necessary. The quorum of an audit committee meeting shall be over two-thirds of the members.</p> <p><u>The approval of resolutions of the audit committee requires affirmative votes from more than half of the members of the audit committee.</u></p> <p><u>The voting on resolutions of the audit committee is conducted on a one-person-one-vote basis.</u></p> <p><u>Minutes of the audit committee meetings are prepared as required. The members of the Audit Committee present at the meeting shall affix their signature on the minutes.</u></p> <p><u>The rules of procedure for the audit committee are formulated by the board of directors.</u></p>

No.	Original articles	Amended articles
97	<p><del>Article 122 The audit committee of the board of directors shall review the financial and accounting reports of the Company and advise as to the truthfulness, accuracy and completeness of such reports, focus on the major accounting and auditing issues in the financial and accounting reports of the Company, especially whether there is any possibility of fraud, malpractice or material misstatements in relation to such reports, and supervise the rectification of the issues in the financial and accounting reports.</del></p> <p><del>The audit committee shall make recommendations to the board of directors on the appointment or replacement of the external audit institutions, review the audit fees and engagement contracts of the external audit institutions, and shall not be improperly influenced by the substantial shareholders, de facto controllers or directors and senior management of the Company.</del></p> <p><del>The audit committee shall urge the external audit institutions to be honest, trustworthy, diligent and responsible, strictly abide by the business rules and industry discipline regulations, strictly implement the internal control system, check and verify the Company's financial and accounting reports, perform the special care obligations, and prudently express professional opinions.</del></p> <p><del>Notwithstanding the foregoing, if it is otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the Company shall comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are listed.</del></p> <p><del>Article 123 If the directors and senior management of the Company discover false records, misleading statements or material omissions in the financial and accounting reports issued by the Company and report to the board of directors, or if the sponsor institution, independent financial adviser or external auditor indicates to the board of directors that the Company's financial accounting reports contain false records, misleading statements or material omissions, the board of directors shall promptly report to the stock exchange and make a disclosure.</del></p>	

No.	Original articles	Amended articles
	<p><del>When disclosing relevant information in accordance with the provisions of the preceding paragraph, the Company shall disclose in the announcement the material issues in the financial and accounting reports, the consequences that have been or may be caused, and the measures that have been or to be taken.</del></p> <p><del>The audit committee of the Company shall urge relevant responsible departments of the Company to formulate corrective measures and timelines, conduct follow-up reviews, supervise the implementation of these measures, and promptly disclose the completion status of the corrective actions.</del></p> <p><del>Notwithstanding the foregoing, if it is otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the Company shall comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are listed.</del></p> <p><del>Article 124 If the board of directors does not adopt the review opinions submitted by the audit committee on matters within the scope of its duties, the Company shall disclose such matters and provide a full explanation of the reasons thereof. If it is otherwise provided in the securities regulatory rules of the place where the Company's shares are listed, the Company shall comply with the relevant laws, regulations, regulatory documents and securities regulatory rules of the place where the Company's shares are list.</del></p> <p><del>Article 125 The Company shall provide the audit committee with the necessary working conditions and appoint dedicated personnel or institutions to undertake the daily work of the audit committee such as liaison, meeting organisation, material preparation and file management. The management of the Company and relevant departments shall cooperate with the audit committee in the course of undertaking its duties. The audit committee may engage intermediaries to provide professional opinions at the cost of the Company as it deems necessary.</del></p>	

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING**

No.	Original articles	Amended articles
98	<p><b>Article 129</b> The primary duties of <del>the strategy committee</del> are as follows:</p> <p>(I) to study and make recommendations on the long-term development and strategic planning of the Company;</p> <p>(II) to study and make recommendations on major investment and financing schemes, which are subject to the approval of the board of directors as required by <del>the Articles of Association</del>;</p> <p>(III) to study and make recommendations on major capital operations and asset management projects, which are subject to the approval of the board of directors as required by <del>the Articles of Association</del>;</p> <p>(IV) to study and make recommendations on other major issues that may affect the development of the Company;</p> <p>(V) to monitor the implementation of the foregoing;</p> <p>(VI) to deal with other matters delegated by the board of directors.</p>	<p><b>Article 139</b> <u>The strategy committee is responsible for studying and making recommendations on the Company’s long-term development strategy and major investment decisions.</u> The primary duties of <u>which</u> are as follows:</p> <p>(I) <u>to keep abreast of domestic and global trends of economic growth, the trend of the industry development, and the policy orientation of the state and the industry;</u> to study and make recommendations on the long-term development and strategic planning of the Company;</p> <p>(II) <u>to evaluate the strategic plans, development goals, business plans and their implementation processes formulated by the Company;</u></p> <p>(III) to study and make recommendations on major investment and financing schemes, which are subject to the approval of the board of directors as required by <u>these</u> Articles;</p> <p>(IV) to study and make recommendations on major capital operations and asset management projects, which are subject to the approval of the board of directors as required by <u>these</u> Articles;</p> <p>(V) to study and make recommendations on other major issues that may affect the development of the Company;</p> <p>(VI) to monitor the implementation of the foregoing;</p> <p>(VI) to deal with other matters delegated by the board of directors.</p> <p><u>(VII) any other matters as provided by laws, administrative regulations, regulations of the CSRC and the stock exchange, these Articles, and the rules of procedure of the Strategy Committee, or as authorized by the board of directors.</u></p>

No.	Original articles	Amended articles
99	<p><b>Article 131</b> The Company <del>shall</del> formulate its own financial accounting system in accordance with the laws, administrative regulations, and the requirements of relevant state departments.</p> <p>The financial year of the Company coincides with the calendar year, which commences on January 1 and ends on December 31 of each year.</p>	<p><b>Article 151</b> The Company formulates its own financial accounting system in accordance with the laws, administrative regulations, and the requirements of relevant state departments.</p> <p><b>Article 152</b> The financial year of the Company coincides with the calendar year, which commences on January 1 and ends on December 31 of each year. <u>The Company shall submit and disclose its annual reports to the local offices of the CSRC and the stock exchanges within four months after the end of each financial year, and submit and disclose its interim reports to the local offices of the CSRC and the stock exchanges within two months after the end of the first half of each financial year.</u></p> <p><u>The aforesaid annual reports and interim reports are prepared in accordance with relevant laws, administrative regulations, and the regulations of the CSRC and the stock exchanges.</u></p> <p><u>The Company shall submit, disclose and/or submit its annual reports, interim reports, preliminary results announcements and other documents to shareholders in accordance with the regulatory rules and other normative documents of the stock exchange where the Company's shares are listed.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
100	<p><del>Article 134 To maintain the Company's technological innovation capability, the total annual research and development investment of the Company shall not be less than five percent of the total revenue of its main business in that year.</del> The Company shall, when allocating the post-tax profit of an accounting year, allocate 10% of the profit to the Company's statutory reserve fund. The Company is not required to make further profit allocation to the statutory reserve fund once its accumulative amount exceeds 50% of the registered capital of the Company. ....</p> <p>If a general meeting violates the provisions in the preceding paragraph by distributing the profit to the shareholders before offsetting the losses and allocation to the statutory reserves, the shareholders must return to the Company the profit distributed in violation of the provisions.</p> <p>.....</p>	<p><b>Article 154</b> The Company shall, when allocating the post-tax profit of an accounting year, allocate 10% of the profit to the Company's statutory reserve fund. The Company is not required to make further profit allocation to the statutory reserve fund once its accumulative amount exceeds 50% of the registered capital of the Company. ....</p> <p>If a general meeting violates the provisions in the preceding paragraph by distributing the profit to the shareholders before offsetting the losses and allocation to the statutory reserves, the shareholders must return to the Company the profit distributed in violation of the provisions. <u>Shareholders and responsible directors and senior management members are liable for compensation for any losses caused to the Company.</u></p> <p>.....</p>
101	<p><b>Article 135</b> The reserve funds of the Company are used to offset the losses of the Company, expand the Company's business and operation or increase its registered capital. <del>Nevertheless, the capital reserves is not allowed to be used to offset the losses of the Company.</del></p> <p>When the statutory reserve fund is converted into capital, the remaining amount under the said reserve fund shall not be less than 25% of the registered capital of the Company before the conversion.</p>	<p><b>Article 155</b> The reserve funds of the Company are used to offset the losses of the Company, expand the Company's business and operation or increase its registered capital.</p> <p><u>If the Company makes up its losses with the reserve funds, the discretionary reserve funds and statutory reserve funds are used first. If the losses cannot be fully made up, the capital reserve funds may be used as stipulated.</u></p> <p>When the statutory reserve fund is converted to <u>increase the registered</u> capital, the remaining amount under the said reserve fund <u>may</u> not be less than 25% of the registered capital of the Company before the conversion.</p>
102	<p><b>Article 136</b> Upon the approval of the resolution on profit distribution at a general meeting of the Company, <del>the board of the Company shall complete the distribution of dividends (or shares) within 2 months from the date of such general meeting.</del></p>	<p><b>Article 156</b> Upon the approval of the resolution on profit distribution at a general meeting of the Company <u>or after the formulation by the board of directors of the Company of specific plans based on the conditions and the maximum dividend payout for interim dividends for the following year as considered and approved by the annual general meeting,</u> the distribution of dividends (or shares) <u>must be completed</u> within 2 months.</p>

No.	Original articles	Amended articles
103	<p><b>Article 137</b> The Company shall formulate a profit distribution system, which can distribute dividends in cash, <del>stocks</del>, a combination of cash and <del>stocks</del>, or other methods permitted by laws and regulations. The specific methods are as follows:</p> <p>(I) <del>The Company's profit distribution principle: The Company implements the dividend distribution policy of equal right for equal share, and shareholders receive dividends and other forms of profit distribution based on the shares they hold. The Company implements an active profit distribution policy, attaches importance to reasonable investment returns for investors, and maintains sustainability and stability. The Company may distribute profits in the form of cash or shares, and the distribution of profits shall not exceed the cumulative distributable profits and shall not impair the Company's ability to operate as a going concern. The board of directors, the audit committee and the general meeting shall give full consideration to the opinions of independent directors and public investors in the process of decision-making and discussion on the profit distribution policy.</del></p> <p>(II) <del>The Company's general form of profit distribution: the distribution of dividends by cash, shares, or a combination of both, and in the event that the Company has cash for dividend distribution, the Company shall give priority to the use of cash dividend for profit distribution.</del></p>	<p><b>Article 157</b> The Company shall formulate a profit distribution system, which can distribute dividends in cash, <u>shares</u>, a combination of cash and <u>shares</u>, or <u>any</u> other methods permitted by laws and regulations. The specific methods are as follows:</p> <p>(I) <u>Methods and the order of priority of profit distribution</u></p> <p><u>The Company may distribute its profits in cash, shares, a combination of cash and shares, or any other methods permitted by laws. The Company shall give priority to distributing dividends in cash provided that the Company is profitable and has sufficient cash to support its continuous operation and long-term development.</u></p> <p>(II) <u>Time interval of profit distribution</u></p> <p><u>The Company shall maintain the continuity and stability of its profit distribution policy. If the conditions for profit distribution are met, the Company, in principle, conducts profit distribution once a year. Under certain conditions, the Company may conduct interim profit distribution, subject to the approval of the Company's general meeting. Upon the approval of the resolution on the profit distribution plan at the general meeting of the Company, the Company's board of directors must complete the distribution of dividends (or shares) within two months after the general meeting.</u></p>

No.	Original articles	Amended articles
	<p>(III) <del>The Company's specific conditions and proportion of cash dividend: the Company mainly adopts the profit distribution policy of cash dividend, that is, the Company achieves profit in the current year, and can distribute profits after making up the loss, making allocation to the statutory reserve fund and surplus reserve fund in accordance with the laws, then the Company may distribute cash dividend; The Company's profit distribution shall not exceed the cumulative distributable profit.</del></p>	<p>(III) <u>Proportion and conditions of cash distribution</u></p> <p><u>In the third year after listing, if the Company is profitable for the current year and has positive accumulated distributable profit, and the normal operation and sustainable development of the Company are guaranteed, the Company may distribute in cash no less than 10% of the distributable profit realized in the current year each year after fully setting aside the statutory reserve funds and discretionary reserve funds if the Company has no major investment plans or major capital expenditure arrangements (except for capital raising for project investment). The accumulated profits distributed in cash in the third year after listing will be no less than 30% of the average annual distributable profit realized in the third year after listing.</u></p> <p><u>The Company's board of directors shall propose a differentiated cash dividend policy after comprehensively considers factors such as the characteristics of the industry in which the Company operates, the stage of its development, its own business model, its profitability, and whether it has any major capital expenditure arrangements. However, it is necessary to ensure that the proportion of cash dividends in this profit distribution meets the following requirements:</u></p> <p><u>1. the proportion of cash dividends in this profit distribution shall be at least 80% when distributing its profits if the Company is in the mature stage and has no major capital expenditure arrangements;</u></p>

No.	Original articles	Amended articles
		<p data-bbox="938 293 1353 485"><u>2.</u> the proportion of cash dividends in this profit distribution shall be at least 40% when distributing its profits if the Company is in the mature stage and has major capital expenditure arrangements;</p> <p data-bbox="938 519 1353 710"><u>3.</u> the proportion of cash dividends in this profit distribution shall be at least 20% when distributing its profits if the Company is in the growth stage and has major capital expenditure arrangements;</p> <p data-bbox="938 744 1353 936"><u>4.</u> the provision of the previous sub-paragraph can be applied if it is difficult to distinguish the Company's development stage but there are major capital expenditure arrangements.</p> <p data-bbox="938 970 1353 1161"><u>The specific proportion of profit distributed in cash is proposed by the board of directors based on the Company's profitability and business development plan and submitted to the general meeting for consideration.</u></p> <p data-bbox="938 1195 1353 1576"><u>If the above conditions are not met, the Company's board of directors may decide not to distribute cash dividends. However, it shall explain in a periodic report the reasons for not distributing cash dividends and the use of the funds (if any) that are not used for cash dividends and retained in the Company. If independent directors believe that the legitimate rights and interests of the Company and minority investors are damaged, they shall issue independent opinion and publicly disclose them.</u></p>

No.	Original articles	Amended articles
		<p data-bbox="858 293 1353 357">(IV) <u>Conditions for share dividend distribution</u></p> <p data-bbox="935 391 1353 1059"><u>In the third year after listing, if the Company operates well, and the board of directors believes that the Company's shares price does not reflect the Company's share capital size and the distribution of share dividends is beneficial to the overall interests of all shareholders of the Company, the Company may distribute its profits in the form of share dividends if the Company's shares are reasonably valued, subject to a reasonable ratio of the latest cash dividends, the Company's share capital size and shareholding structure being met and based on the consideration of rewarding the investors and sharing corporate value. The distribution of share dividends will be proposed by the board of directors and submitted to the general meeting for consideration.</u></p> <p data-bbox="858 1093 1353 1157">(V) <u>Principles for the use of undistributed profits</u></p> <ol data-bbox="935 1191 1353 1736" style="list-style-type: none"> <li data-bbox="935 1191 1353 1315">1. <u>The distributable profits that are not distributed in the current year may be carried forward to the next year for distribution;</u></li> <li data-bbox="935 1349 1353 1736">2. <u>Apart from the appropriation of surplus reserve funds and the replenishment of the Company's working capital, the undistributed profits retained by the Company are mainly used for, among others, research and development of new products, technological transformation, and capacity expansion to enhance the Company's core competitive edges;</u></li> </ol>

No.	Original articles	Amended articles
		<p data-bbox="938 293 1359 661">3. <u>When the Company's capital needs for normal production and operation are met, the undistributed profits retained by the Company will be invested in businesses that can bring stable returns to shareholders and continue to be extended and developed around its core business to preserve and increase the value of shareholders' assets and ultimately maximize the interests of shareholders.</u></p> <p data-bbox="863 689 1359 772">(VI) <u>Decision-making mechanism and procedures for the Company's profit distribution policy</u></p> <p data-bbox="938 800 1359 1168"><u>The formulation and amendment of the Company's profit distribution policy are proposed by the board of directors to the general meeting. If the independent directors believe that it may damage the legitimate rights and interests of the Company and minority investors, they shall issue independent opinion. The independent directors may solicit the opinions of minority shareholders, put forward dividend proposals, and directly submit them to the board of directors for consideration.</u></p> <p data-bbox="938 1195 1359 1478"><u>Before the specific cash dividend plan is considered at a general meeting, the Company shall actively communicate and exchange opinions with shareholders, especially minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and promptly answer the questions from minority shareholders.</u></p> <p data-bbox="938 1506 1359 1870"><u>The formulation and amendment of the Company's profit distribution policy shall be submitted to the Company's general meeting for consideration, and shall be approved by more than two-thirds of the voting rights represented by shareholders (including shareholders' proxies) present at the general meeting. In addition, facilities shall be provided for minority investors to participate in the general meeting through the trading system of the stock exchange or an online voting system.</u></p>

No.	Original articles	Amended articles
104	<p><del>Article 138 The Company shall implement an internal audit system and set up an audit department with full-time audit personnel to conduct internal audit and supervision on its financial matters, incomes and expenses, and economic activities of the Company.</del></p> <p><del>Article 139 The audit committee is accountable to the board of directors and is responsible for directing and supervising the internal audit work and its implementation. The audit department carries out the audit work independently under the direction of the Audit Committee, is accountable to the audit committee and reports to the audit committee on its work.</del></p>	<p><u>Article 158 The Company implements an internal audit system, clearly setting out, among others, the leadership system, responsibilities and authorities, staffing, funds guarantee, application of audit results and liability investigation for internal audit.</u></p> <p><u>The Company's internal audit system is implemented after being approved by the board of directors and disclosed to the public.</u></p> <p><u>Article 159 The Company's internal audit body supervises and inspects, among others, the Company's business activities, risk management, internal control, and financial information.</u></p> <p><u>Article 160 The internal audit body is accountable to the board of directors. The Company's internal audit body supervises and inspects, among others, the Company's business activities, risk management, internal control, and financial information, and shall be supervised and guided by the audit committee during the process. If the internal audit body discovers relevant major issues or clues, it shall immediately report directly to the audit committee.</u></p> <p><u>Article 161 The implementation of the Company's internal control evaluation is specifically organized and carried out by the internal audit body. The Company issues an annual internal control evaluation report based on the evaluation report and relevant information issued by the internal audit body and reviewed by the audit committee.</u></p> <p><u>Article 162 When the audit committee communicates with external audit institutions such as accounting firms and state audit institutions, the internal audit body shall actively cooperate and provide necessary support and assistance.</u></p> <p><u>Article 163 The audit committee participates in the appraisal of the responsible person for internal audit.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
105	<p><b>Chapter 9 Notice</b></p> <p><b>Article 145</b> Notices of the Company shall be issued by the following means:</p> <p>(I) by personal delivery;</p> <p>(II) by post, e-mail or facsimile;</p> <p>(III) by announcements;</p> <p>(IV) by any other means as permitted by these Articles.</p>	<p><b>Chapter 8 Notice and Announcement</b></p> <p><b>Section 1 Notice</b></p> <p><b>Article 169</b> Notices of the Company are issued by the following means:</p> <p>(I) by personal delivery;</p> <p>(II) by post, e-mail or facsimile;</p> <p>(III) by announcements;</p> <p>(IV) by any other means as <u>recognized by laws, regulations, the regulatory authorities of the place where the Company's shares are listed or as permitted by these Articles.</u></p> <p><u>For the methods for provision or delivery by the Company of company communications to the holders of H shares in accordance with the requirements of the Hong Kong Listing Rules, the Company may provide or deliver the company communications to the holders of H shares through the website designated by the Company and/or the website of the Hong Kong Stock Exchange or in electronic form subject to the compliance with the laws, regulations and the listing rules of the place of listing, and these Articles.</u></p> <p><u>The company communications referred to in the preceding paragraph mean any documents issued or to be issued by the Company for reference or action by any holders of H shares of the Company or any other parties required by the Hong Kong Listing Rules, including but not limited to:</u></p> <p>1. <u>The Company's annual reports (including the reports of directors, the Company's annual accounts, the auditor's reports and the financial summary reports (if applicable));</u></p>

No.	Original articles	Amended articles
		<p data-bbox="938 293 1359 385">2. <u>The Company's interim reports and interim summary reports (if applicable);</u></p> <p data-bbox="938 421 1225 449">3. <u>Notices of meetings;</u></p> <p data-bbox="938 485 1214 512">4. <u>Listing documents;</u></p> <p data-bbox="938 549 1114 576">5. <u>Circulars;</u></p> <p data-bbox="938 612 1359 768">6. <u>Proxy forms (which have the meaning ascribed to them under the listing rules of the stock exchange where the Company's shares are listed).</u></p> <p data-bbox="858 804 1359 995"><u>When exercising the powers stipulated in these Articles to issue notices in the form of announcements, the Company shall publish such announcements in accordance with the methods stipulated in the listing rules of the place where the Company's shares are listed.</u></p>
106	<p data-bbox="331 1023 831 1336"><del>Article 147 Notices for convening general meetings by the Company shall be delivered by personal delivery, post, e-mail, facsimile or by way of an announcement. Notices for convening board meetings by the Company shall be delivered by personal delivery, post, e-mail or facsimile. Notices for convening meetings of the audit committee by the Company shall be delivered by personal delivery, post, e-mail or facsimile.</del></p>	<p data-bbox="858 1023 1359 1115"><u>Article 171 Notices for convening general meetings by the Company are delivered by way of an announcement.</u></p> <p data-bbox="858 1151 1359 1306"><u>Article 172 Notices for convening board meetings and meetings of special committees by the Company are delivered by personal delivery, post, e-mail, facsimile or other electronic communication.</u></p>
107	<p data-bbox="331 1364 831 1519"><del>Article 149 The meetings and the resolution of the meetings shall not be null and void even if the notice of the meeting fails to be delivered to or received by any person entitled to receive such notice due to accidental omission.</del></p>	<p data-bbox="858 1364 1359 1519"><u>Article 173 The meetings and the resolution of the meetings shall not be null and void even if the notice of the meeting fails to be delivered to or received by any person entitled to receive such notice solely due to accidental omission.</u></p>

No.	Original articles	Amended articles
108		<p><b>Section 2 Announcement</b></p> <p><b>Article 174</b> <u>For announcements issued to the holders of A shares or announcements required to be issued in the People’s Republic of China in accordance with relevant regulations and these Articles, the Company has designated at least one newspaper designated by the CSRC, as the newspaper for publishing the Company’s announcements and any other information that needs to be disclosed; and the website of the Shenzhen Stock Exchange (www.szse.cn) as the website for publishing the Company’s announcements and any other information that needs to be disclosed. For announcements issued to the holders of H shares or announcements required to be issued in Hong Kong in accordance with relevant regulations and these Articles, the Company has designated the website of HKEXnews (<a href="http://www.hkexnews.hk">http://www.hkexnews.hk</a>) as the media for publication of the Company’s announcements and any other information required to be disclosed.</u></p> <p><u>The board of directors has the power to decide the change of the designated information disclosure media of the Company, but shall ensure that the designated information disclosure media meet the qualifications and conditions stipulated in relevant laws and regulations in the Mainland and Hong Kong, as well as the rules of the State Council’s securities regulatory authority, overseas securities regulatory authorities and the securities regulatory rules of the place where the Company’s shares are listed.</u></p>
109		<p><b>Article 176</b> <u>If the consideration paid by the Company for a merger does not exceed 10% of the Company’s net assets, the merger may be carried out without a resolution of a general meeting, unless otherwise provided in these Articles.</u></p> <p><u>Where a merger carried out by the Company in accordance with the preceding paragraph which does not require a resolution of a general meeting, the merger is subject to the resolution of the board of directors.</u></p>

No.	Original articles	Amended articles
110	<p><b>Article 151</b> In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare a statement of assets and liabilities and a list of assets. The Company shall notify its creditors within ten (10) days <del>from the date of passing a resolution on the merger,</del> and make an announcement in newspaper(s) within thirty (30) days. The creditors may, within thirty (30) days after the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days after the date of the public announcement, require the Company to settle its debts or provide corresponding guarantees for such debts.</p>	<p><b>Article 177</b> In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare a statement of assets and liabilities and a list of assets. The Company shall notify its creditors within ten (10) days and make an announcement in newspaper(s) <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days, <u>both from the date of passing a resolution on the merger.</u> The creditors may, within thirty (30) days after the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days after the date of the public announcement, require the Company to settle its debts or provide corresponding guarantees for such debts.</p>
111	<p><b>Article 153</b> If the Company is divided, its assets <del>shall be</del> divided correspondingly.</p> <p>In the event of a division, a statement of assets and liabilities and a list of assets shall be prepared. The Company shall notify its creditors within ten (10) days <del>after the date of passing the resolution on the division,</del> and make an announcement in newspaper(s) within thirty (30) days.</p>	<p><b>Article 179</b> If the Company is divided, its assets <u>are</u> divided correspondingly.</p> <p>In the event of a division, a statement of assets and liabilities and a list of assets shall be prepared. The Company shall notify its creditors within ten (10) days and make an announcement in newspaper(s) <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days, <u>both from the date of passing the resolution on the division.</u></p>

No.	Original articles	Amended articles
112	<p><b>Article 155</b> In the case of a reduction in the Company's registered capital, the Company <del>must</del> prepare a statement of assets and liabilities and a list of assets.</p> <p>The Company <del>shall</del> notify its creditors within ten (10) days <del>from the date of passing the resolution on the reduction of its registered capital,</del> and make an announcement in newspaper(s) within thirty (30) days. The creditors have the right to, within thirty (30) days after the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days after the date of the public announcement, require the Company to settle its liabilities or provide corresponding guarantees for such liabilities.</p> <p>The Company's registered capital after the reduction <del>shall</del> not fall below the statutory minimum amount.</p>	<p><b>Article 181</b> In the case of a reduction in the Company's registered capital, the Company <u>will</u> prepare a statement of assets and liabilities and a list of assets.</p> <p>The Company <u>notifies</u> its creditors within ten (10) days and make an announcement in newspaper(s) <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days, <u>both from the date of passing the resolution on the reduction of its registered capital at the general meeting.</u> The creditors have the right to, within thirty (30) days after the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days after the date of the public announcement, require the Company to settle its liabilities or provide corresponding guarantees for such liabilities.</p> <p><u>If the Company reduces its registered capital, it shall reduce the capital contributions or shares proportionally based on the number of shares held by the shareholders, unless otherwise provided by the laws or these Articles.</u></p> <p>The Company's registered capital after the reduction <u>may</u> not fall below the statutory minimum amount.</p>

No.	Original articles	Amended articles
113		<p><b>Article 182</b> <u>Where the Company still has losses after making up for losses in accordance with the provisions of paragraph 2, Article 155 hereof, it may reduce the registered capital to make up the losses. If the Company reduces its registered capital to make up the losses, it may not make distribution to the shareholders, nor may it exempt the shareholders from the obligation to pay their capital contributions or share payments.</u></p> <p><u>If the Company reduces its registered capital in accordance with the provision of the preceding paragraph, the provisions of paragraph 2, Article 181 hereof are not applicable. However, the Company shall make an announcement in the newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the resolution to reduce the registered capital is passed at the general meeting.</u></p> <p><u>After the Company reduces its registered capital in accordance with the provision of the preceding two paragraphs, it may not distribute profits before the accumulated amount of the statutory reserve funds and discretionary reserve funds reaches 50% of the Company's registered capital.</u></p>
114		<p><b>Article 183</b> <u>If the Company reduces its registered capital in violation of the Company Law and any other relevant regulations, the shareholders shall return the funds they have received, and the reduction of shareholders' capital contributions shall be restored to the original state. If losses are caused to the Company, the shareholders and the responsible directors and senior management members are liable for compensation.</u></p>
115		<p><b>Article 184</b> <u>If the Company issues new shares to increase its registered capital, the shareholders may not have the pre-emptive rights, unless otherwise provided in these Articles or resolved by the general meeting that the shareholders shall have the pre-emptive rights.</u></p>

No.	Original articles	Amended articles
116	<p><b>Article 157</b> The Company shall be dissolved due to the following reasons:</p> <p>(I) the business term specified in these Articles has expired or other cause for dissolution specified in these Articles have occurred;</p> <p>(II) the general meeting resolves to dissolve the Company;</p> <p>(III) dissolution is required due to merger or division of the Company;</p> <p>(IV) the Company is revoked of its business license, ordered to close down or deregistered in accordance with the laws;</p> <p>(V) in the event that there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will cause heavy losses to the interests of its shareholders and there is no other way to resolve, shareholders who hold more than ten percent (10%) of the whole voting rights may submit a petition to the People’s Court to dissolve the Company.</p>	<p><b>Article 186</b> The Company shall be dissolved due to the following reasons:</p> <p>(I) the business term specified in these Articles has expired or other cause for dissolution specified in these Articles have occurred;</p> <p>(II) the general meeting resolves to dissolve the Company;</p> <p>(III) dissolution is required due to merger or division of the Company;</p> <p>(IV) the Company is revoked of its business license, ordered to close down or deregistered in accordance with the laws;</p> <p>(V) in the event that there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will cause heavy losses to the interests of its shareholders and there is no other way to resolve, shareholders <u>with voting rights</u> who hold more than ten percent (10%) of the whole voting rights may submit a petition to the People’s Court to dissolve the Company.</p> <p><u>If the Company encounters the reasons for dissolution as set out in the preceding paragraphs, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within 10 days.</u></p>

No.	Original articles	Amended articles
117	<p><b>Article 158</b> Under the circumstances in <del>item</del> (I) of Article 157 of <del>these Articles</del>, the Company may subsist by <del>amendment</del> of these Articles.</p> <p>In the event that these Articles are <del>amended</del> in accordance with the preceding paragraph, such alteration shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders attending the general meeting.</p> <p><b>Article 159</b> Where a <del>company</del> is dissolved under the circumstance in <del>items</del> (I), (II), (IV) or (V) of Article 157 of <del>these Articles</del>, a liquidation team shall be established within 15 days from the date of occurrence of the cause of dissolution to <del>commence</del> the liquidation process. The liquidation team shall be composed of the directors <del>or the personnel determined by the general meeting</del>. <del>If a liquidation team is not established within the time limit, the creditors may apply to the People's Court to appoint relevant personnel to form a liquidation team to conduct the liquidation.</del></p> <p>The liquidation team exercises the following powers and functions during the liquidation period:</p> <p>(I) to liquidate the Company's assets and prepare a statement of assets and liabilities and a list of assets;</p> <p>(II) to notify creditors by notice or publish announcement;</p> <p>(III) to handle and settle Company's remaining business in relation to liquidation;</p>	<p><b>Article 187</b> Under the circumstances in <u>sub-paragraphs (1) or (2)</u> of Article 186 hereof <u>and no assets have been distributed to shareholders</u>, the Company may subsist by <u>alteration</u> of these Articles <u>or a resolution of general meeting</u>.</p> <p>In the event that these Articles are <u>altered or a resolution is passed at a general meeting</u> in accordance with the preceding paragraph, such alteration shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders attending the general meeting.</p> <p><b>Article 188</b> Where <u>the</u> Company is dissolved under the circumstance in <u>sub-paragraphs (1), (II), (IV) or (V)</u> of Article 186 hereof, <u>it shall be liquidated and the directors shall serve as the liquidation obligors of the Company</u>. A liquidation team shall be established within 15 days from the date of occurrence of the cause of dissolution to <u>carry out</u> the liquidation process.</p> <p>The liquidation team shall be composed of the directors <u>unless otherwise provided in these Articles or resolved to select other persons by a general meeting</u>.</p> <p><u>If the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause losses to the Company or its creditors, they are liable for compensation.</u></p> <p><b>Article 189</b> The liquidation team exercises the following powers and functions during the liquidation period:</p> <p>(I) to liquidate the Company's assets and prepare a statement of assets and liabilities and a list of assets;</p> <p>(II) to notify creditors by notice or publish announcement;</p> <p>(III) to handle and settle Company's remaining business in relation to liquidation;</p> <p>(IV) to settle all taxes in arrears and taxes incurred in the course of liquidation;</p>

No.	Original articles	Amended articles
	<p>(IV) to settle all taxes in arrears and taxes incurred in the course of liquidation;</p> <p>(V) to settle all claims and liabilities;</p> <p>(VI) to <del>dispose of</del> the Company's residual assets after the liabilities are settled;</p> <p>(VII) to represent the Company in any civil proceedings.</p>	<p>(V) to settle all claims and liabilities;</p> <p>(VI) to <u>distribute</u> the Company's residual assets after the liabilities are settled;</p> <p>(VII) to represent the Company in any civil proceedings.</p>
118	<p><b>Article 160</b> The liquidation team shall notify the creditors within a period of ten (10) days <del>upon the date of its formation</del> and make announcements in newspapers within sixty (60) days. The creditors are required to, within thirty (30) days upon the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days upon the date of the public announcement, declare their claims to the liquidation team.</p> <p>.....</p>	<p><b>Article 190</b> The liquidation team shall notify the creditors within a period of ten (10) days and make announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within sixty (60) days, <u>both from the date of its formation</u>. The creditors are required to, within thirty (30) days upon the date of receiving the notices, or for the creditors who fail to receive the notices, within forty-five (45) days upon the date of the public announcement, declare their claims to the liquidation team.</p> <p>.....</p>
119	<p><b>Article 162</b> <del>.....Upon the Company's declaration of bankruptcy pursuant to the ruling of the People's Court, the liquidation team shall transfer the liquidation matters to the People's Court.</del></p>	<p><b>Article 192</b> <u>.....Upon the People's Court accepts the application for bankruptcy, the liquidation team shall transfer the liquidation matters to the trustee in bankruptcy appointed by the People's Court.</u></p>
120	<p><b>Article 163</b> After the liquidation of the Company, the liquidation team shall prepare a liquidation report; <del>submit it to the general meeting or the People's Court for confirmation, and submit it to the Company registration authority; apply for deregistration of the Company, and announce the termination of the Company.</del></p>	<p><b>Article 193</b> After the liquidation of the Company, the liquidation team shall prepare a liquidation report <u>which is submitted to the general meeting or the People's Court for confirmation, and submitted to the Company registration authority for application</u> for deregistration of the Company.</p>
121	<p><b>Article 164</b> <del>Members of the liquidation team shall perform their duties with due diligence and carry out the liquidation in accordance with the laws.</del></p> <p><del>The members of the liquidation team shall not exploit their position to accept bribes or any other illegal income or expropriate the property of the Company in any way. Where any members of the liquidation team cause any loss to the Company or any creditor(s) with wilful or material fault, he/she shall be liable to compensation.</del></p> <p>.....</p>	<p><b>Article 194</b> <u>Members of the liquidation team shall perform their duties of liquidation and owe the duties of loyalty and diligence.</u></p> <p><u>If members of the liquidation team fail to perform their duties of liquidation which causes losses to the Company, they are liable for compensation. If they cause losses to the Company or its creditors due to willful or gross negligence, they are liable for compensation.</u></p>

No.	Original articles	Amended articles
122	<p><b>Chapter 11 Amendment of the Articles of Association</b></p> <p><b>Article 165</b> The Company <del>shall</del> amend the Articles <del>of Association</del> under any of the following circumstances:</p> <p>(I) after the amendment of the Company Law or relevant laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed, the provisions under the <del>Articles of Association</del> conflict with the provisions of the amended laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed;</p> <p>(II) there has been a change to the Company, resulting in inconsistency with the contents in the <del>Articles of Association</del>;</p> <p>(III) the general meeting determines to amend the <del>Articles of Association</del>.</p>	<p><b>Chapter 10 Amendment of <u>these</u> Articles of Association</b></p> <p><b>Article 196</b> The Company <u>will</u> amend <u>these</u> Articles under any of the following circumstances:</p> <p>(I) after the amendment of the Company Law or relevant laws, administrative regulations, <u>the regulations of the CSRC</u> or <u>the</u> securities regulatory rules of the place where the Company's shares are listed, the provisions under <u>these</u> Articles conflict with the provisions of the amended laws, administrative regulations, <u>the regulations of the CSRC</u> or <u>the</u> securities regulatory rules of the place where the Company's shares are listed;</p> <p>(II) there has been a change to the Company, resulting in inconsistency with the contents in <u>these</u> Articles;</p> <p>(III) the general meeting determines to amend <u>these</u> Articles.</p>
123		<p><b>Article 199</b> <u>Matters regarding the amendment of these Articles that are required to be disclosed by laws and regulations are announced as required.</u></p>

<b>APPENDIX VI</b>	<b>PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING</b>
--------------------	--

No.	Original articles	Amended articles
124	<p><b>Chapter 12 Supplementary Provisions</b></p> <p><b>Article 167 Definitions</b></p> <p>(I) A controlling shareholder means any shareholder who holds more than 50% of the total share capital of the Company; and any shareholder who holds less than 50% of the shares, but possesses sufficient voting rights through their shareholding to significantly influence the resolutions of the general meetings.</p> <p>(II) An actual controller means <del>any person who is not a shareholder of the Company, but is able to effectively control the Company's actions through investment relationships, agreements or other arrangements.</del></p> <p>(III) Connected relationship means a relationship between the Company's Controlling Shareholders, the actual controller, directors, senior management members and <del>enterprises</del> directly or indirectly controlled by them, and any other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises do not have connected relationship with each other merely because they are under the common control of the State.</p>	<p><b>Chapter 11 Supplementary Provisions</b></p> <p><b>Article 200 Definitions</b></p> <p>(I) A controlling shareholder means any shareholder who holds more than 50% of the total share capital of the Company; and any shareholder who holds less than 50% of the shares, but possesses sufficient voting rights through their shareholding to significantly influence the resolutions of the general meetings.</p> <p>(II) An actual controller means <u>a natural person, legal person or any other entity that is able to actually control the Company's actions through investment relationships, agreements or any other arrangements.</u></p> <p>(III) Connected relationship means a relationship between the Company's <u>controlling shareholder(s)</u>, the actual controller(s), directors, senior management members and <u>the undertakings</u> directly or indirectly controlled by them, and any other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises do not have connected relationship with each other merely because they are under the common control of the State.</p> <p style="padding-left: 20px;">In these Articles, the meaning of "connected transaction" includes "connected transaction" as defined in the Hong Kong Listing Rules, "related party" includes "connected person" as defined in the Hong Kong Listing Rules, and "connected relationship" includes "connected relationship" as defined in the Hong Kong Listing Rules.</p> <p>(IV) <u>Unless otherwise specified in these Articles, "Yuan" refers to the Renminbi, the legal currency of the People's Republic of China.</u></p>

APPENDIX VI	PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION RELATING TO A SHARE OFFERING
-------------	---

No.	Original articles	Amended articles
125	<p><b>Article 170</b> In these Articles, the terms “over”, “within” and “below” are inclusive of the stated figure; “less than”, “beyond”, “lower than” and “more than” are exclusive of the stated figure.</p> <p>In these Articles, “independent director” has the same meaning as “independent non-executive director” in the Hong Kong Listing Rules, and independent directors must simultaneously satisfy other requirements on independence stipulated in the Hong Kong Listing Rules and securities regulatory rules of the place where the Company’s shares are listed.</p>	<p><b>Article 203</b> In these Articles, the terms “over” and “within” are inclusive of the stated figure; “exceed”, “beyond”, “lower than” and “more than” are exclusive of the stated figure.</p> <p>In these Articles, “independent director” has the same meaning as “independent non-executive director” in the Hong Kong Listing Rules, and independent directors must simultaneously satisfy other requirements on independence stipulated in the Hong Kong Listing Rules, <u>the rules of Shenzhen Stock Exchange and the securities regulatory rules of the place where the Company’s shares are listed.</u></p> <p><u>The meaning of “manager” herein has the same meaning as “general manager” in the Hong Kong Listing Rules.</u></p>
126	<p><b>Article 174</b> <del>These Articles shall become effective and be implemented from the date of approval by the general meeting of the Company.</del></p>	<p><b>Article 207</b> <u>Upon having considered and approved by the general meeting, these Articles come into force on the date on which the initial public offering of A shares is completed and the A shares are listed on the ChiNext Market of the Shenzhen Stock Exchange. As of the effective date of these Articles, the original Articles of the Company automatically become invalid.</u></p>

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

# **SHENZHEN DOBOT CORP LTD**

## **Rules of Procedure for General Meetings (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

## SHENZHEN DOBOT CORP LTD

## Rules of Procedure for Shareholders' Meetings (Draft)

## Chapter 1 General Provisions

**Article 1** In order to clarify the duties and authorities of the shareholders' meeting of SHENZHEN DOBOT CORP LTD (the "**Company**"), regulate its organization and actions, ensure that the shareholders' meeting exercises its powers in accordance with the law, improve the efficiency of the procedures of the shareholders' meeting, ensure the effectiveness and legality of the procedures and resolutions of the shareholders' meeting, and safeguard the legitimate rights and interests of all shareholders, the Company has formulated the Rules of Procedure for the Shareholders' Meeting of SHENZHEN DOBOT CORP LTD ("**these Rules of Procedure**" or "**these Rules**") in accordance with relevant laws, regulations, normative documents such as the Company Law of the People's Republic of China (the "**Company Law**"), the Securities Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Rules for the Shareholders' Meeting of Listed Companies, the Shenzhen Stock Exchange Listing Rules for Shares, the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext (as revised in 2025), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), as well as the Articles of Association of SHENZHEN DOBOT CORP LTD (the "**Articles of Association**").

**Article 2** The Company shall convene the shareholders' meeting in strict accordance with relevant provisions of laws, administrative regulations, normative documents, securities regulatory rules of the place where the Company's stocks are listed, the Articles of Association, and these Rules, to ensure that the shareholders can exercise their rights according to law.

The Board of Directors of the Company shall perform its duties effectively, and convene and hold shareholders' meetings conscientiously and punctually. All directors of the Company shall act diligently and responsibly, ensuring the normal convening of shareholders' meetings and the lawful exercise of their functions and powers.

**Article 3** The venue for the Company's shareholders' meetings shall be: the Company's domicile or other locations specified in the meeting notice.

A venue shall be set up for the shareholders' meeting, which shall be convened by combining on-site meetings with online voting. Shareholders who participate in the shareholders' meeting through online voting are considered to be present.

**Article 4** The Company shall adhere to the principle of simplicity and frugality when convening shareholders' meetings, and shall not provide additional economic benefits to shareholders (or their proxies) attending the meeting.

**Chapter 2 Nature and Functions and Powers of the Shareholders' Meeting**

**Article 5** The shareholders' meeting is the Company's authority, which shall exercise its functions and powers in accordance with the Company Law, securities regulatory rules of the place where the Company's stocks are listed, and other relevant laws and regulations, as well as the Articles of Association and these Rules, without interfering with shareholders' disposal of their own rights.

**Article 6** The shareholders' meeting shall be composed of all shareholders of the Company, who shall be legal persons or natural persons holding shares in the Company in accordance with the law.

Shareholders exercise their voting rights at the shareholders' meeting based on the number of shares they hold.

**Article 7** The shareholders' meeting shall exercise the following functions and powers in accordance with the law:

- (1) To elect and replace directors not assumed by employee representatives, and decide on matters relating to the remuneration of directors;
- (2) To deliberate and approve the report of the Board of Directors;
- (3) To deliberate and approve the profit distribution plan and loss recovery plan of the Company;
- (4) To make resolutions on the increase or reduction of the registered capital of the Company;
- (5) To make resolutions on the issuance of corporate bonds or other securities and listing schemes;
- (6) To make resolutions on the merger, division, dissolution, liquidation, or change of corporate form of the Company;
- (7) To amend the Articles of Association;
- (8) To make resolutions on the engagement and dismissal of accounting firms that undertakes the audit business of the Company;
- (9) To deliberate and approve external guarantee matters stipulated in Article 46 of the Articles of Association;
- (10) To consider the purchase or sale of any major assets by the Company within one year which are over 30% of the latest audited total assets of the Company;
- (11) To deliberate and approve matters concerning changes in the use of raised funds;

- (12) To deliberate and approve equity incentive plans and employee stock ownership plans;
- (13) To deliberate and approve other matters that shall be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's stocks are listed, or the Articles of Association.

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

Except as otherwise provided by laws, administrative regulations, regulations of the CSRC, or rules of stock exchanges, the functions and powers of the aforementioned shareholders' meeting shall not be delegated to the Board of Directors or any other institutions or individuals.

**Article 8** The following external guarantees provided by the Company shall be subject to the approval of the Board of Directors and then the shareholders' meeting.

- (1) Any guarantees where the single guarantee amount exceeds 10% of the latest audited net assets;
- (2) Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;
- (3) Any guarantees provided for entities with asset-liability ratios exceeding 70%;
- (4) The amount of guarantees within a consecutive twelve months exceeds 50% of the Company's latest audited net assets, and the absolute amount exceeds 50 million yuan;
- (5) Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries exceeds 30% of the latest audited total assets of the Company;
- (6) Any guarantee where the amount has been exceeding 30% of the Company's latest audited total assets in consecutive twelve months;
- (7) Any guarantees provided for the shareholders, actual controllers, and their affiliates;
- (8) Any guarantees provided for the affiliates of the Company;
- (9) Other guarantees stipulated by the CSRC, the stock exchange where the stocks are listed, or the Company's Articles of Association.

No guarantee mentioned in item 6 of the preceding paragraph may be approved at the shareholders' meeting unless voted for by more than two-thirds (2/3) of the voting rights held by the shareholders attending the meeting.

If an external guarantee constitutes a transaction required to be disclosed under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or a related (connected) transaction as defined in Chapter 14A, or if it is otherwise provided for by the stock exchange where the Company's shares are listed, the relevant provisions shall also be complied with. If the CSRC, the stock exchange where the Company's stocks are listed, or other applicable Hong Kong laws, rules, or codes have stricter requirements for external guarantees, those stricter requirements shall prevail.

If the Company provides a guarantee for any affiliate, it shall have reasonable commercial logic and comply with the rules of the stock exchange where the Company's shares are listed. If the Company provides guarantees for its controlling shareholders, actual controllers, and their affiliates, the controlling shareholders, actual controllers, and their affiliates shall provide counter-guarantees.

If the shareholders' meeting deliberates on a proposal for providing guarantees to its shareholders, actual controllers, and their affiliates, such shareholders or the shareholders controlled by such actual controllers shall not participate in the voting. The proposal may not be approved unless voted for by more than half of the voting rights held by other shareholders attending the shareholders' meeting.

If the Company provides a guarantee for a wholly-owned subsidiary, or provides a guarantee for a controlled subsidiary where other shareholders of such controlled subsidiary provide guarantees in equal proportion to their equity interests, and such guarantee falls under the circumstances specified in Article 46, Paragraph 1, Items (1) to (4) of the Articles of Association and does not harm the interests of the Company, it may be exempted from submitting such guarantee to the shareholders' meeting for consideration, unless otherwise provided for in the Articles of Association. The Company shall promptly issue an announcement to disclose the guarantees that must be disclosed in accordance with the regulations of the stock exchange where the stocks are listed, and summarize and disclose the aforementioned guarantees in the annual report and interim report.

### **Chapter 3    Convening of the Shareholders' Meeting**

**Article 9** The shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings.

The annual shareholders' meeting shall be convened once a year and shall be held within six months after the end of the previous fiscal year. Extraordinary shareholders' meetings shall be convened from time to time. In any of the following circumstances, an extraordinary shareholders' meeting shall be convened within two (2) months from the date of occurrence:

- (1) The number of directors is less than 5;
- (2) The unrecovered losses of the Company amount to one-third (1/3) of the total share capital;

- (3) It is requested by shareholders individually or collectively holding more than 10% of the shares in the Company;
- (4) The Board of Directors deems it necessary;
- (5) It is proposed by the Audit Committee;
- (6) Other circumstances stipulated by laws, administrative regulations, departmental rules, the stock exchange where the stocks are listed, or the Articles of Association.

If the Company cannot convene a shareholders' meeting within two (2) months from the date of the occurrence of the above facts, it shall promptly report to the local office of the CSRC and the stock exchange where the stocks are listed, stating the reasons, and make an announcement.

If the extraordinary shareholders' meeting is convened in response to the requirements of the securities regulatory rules of the place where the company's stock is listed, the actual date of the extraordinary shareholders' meeting may be adjusted based on the approval progress of the stock exchange where the Company's stocks are listed.

**Article 10** The Board of Directors shall convene the shareholders' meeting on time within the period specified in Article 9 of these Rules. If the shareholders' meeting cannot be convened within the aforementioned period, the Company shall promptly report on it to the CSRC and the stock exchange where the stocks are listed, stating the reasons, and make an announcement.

**Article 11** With the consent of more than half of all independent directors, independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. For proposals from independent directors requesting the convening of an extraordinary shareholders' meeting, the Board of Directors shall provide written feedback on whether to agree or disagree to convene the extraordinary shareholders' meeting within ten (10) days after receiving the proposal. If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it will issue a notice for the convening of the shareholders' meeting within five (5) days after the board resolution is made. If the Board of Directors disagrees to convene the extraordinary shareholders' meeting, it will state the reasons and make an announcement.

**Article 12** The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall provide written feedback on whether it agrees or disagrees to convene an extraordinary shareholders' meeting within ten (10) days after receiving the proposal.

## APPENDIX VII REVISED RULES OF PROCEDURES FOR GENERAL MEETINGS

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within five (5) days after the board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide written feedback within ten (10) days after receiving the proposal, it shall be deemed that the Board of Directors is unable or unwilling to perform its duty of convening the shareholders' meeting, in which case the Audit Committee may convene and preside over the meeting on its own.

**Article 13** Shareholders individually or collectively holding more than 10% of the shares in the Company have the right to request the Board of Directors to convene an extraordinary shareholders' meeting and shall submit their request in writing to the Board of Directors. The Board of Directors shall provide written feedback on whether to agree or disagree to convene an extraordinary shareholders' meeting within ten (10) days after receiving the request.

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

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten (10) days after receiving the request, the shareholders individually or collectively holding more than 10% of the Shares in the Company have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting, and shall submit a written request to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the meeting within five (5) days of receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting, in which case, the shareholders who individually or jointly hold more than 10% of the shares in the Company for more than 90 consecutive days may convene and preside over the meeting on their own.

**Article 14** If the Audit Committee or shareholders decide to convene a shareholders' meeting on their own in accordance with the law, they shall notify the Board of Directors in writing and file it with the Shenzhen Stock Exchange. The Audit Committee or the convening shareholders shall submit relevant supporting materials to the Stock Exchange when issuing the notice of the shareholders' meeting and announcing the resolution of the shareholders' meeting. Before the announcement of the resolution of the shareholders' meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.

**Article 15** For the shareholders' meeting convened by the Audit Committee or shareholders in accordance with the law, the Board of Directors and the secretary of the Board of Directors shall cooperate with them and promptly fulfill their information disclosure obligations. The Board of Directors will provide the register of shareholders as of the record date.

**Article 16** The expenses as necessary for the shareholders' meeting convened by the Audit Committee or shareholders in accordance with the law shall be borne by the Company.

#### **Chapter 4    Proposals for Shareholders' Meeting**

**Article 17** The content of proposals for shareholders' meetings shall fall within the scope of functions and powers of the shareholders' meeting, with clear subject matter and specific matters for resolutions, and shall comply with relevant laws, administrative regulations, and the Articles of Association.

**Article 18** When the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee, and shareholders individually or collectively holding more than 1% of the Shares in the Company have the right to submit proposals to the Company.

Shareholders individually or collectively holding more than 1% of the Shares in the Company may submit an interim proposal in writing to the convener 10 days before the shareholders' meeting is held. The convener shall notify other shareholders of the content of the interim proposal within two (2) days after receiving the proposal, and submit it to the shareholders' meeting for consideration, except where the interim proposal violates any laws, administrative regulations, or the Articles of Association, or does not fall within the scope of the functions and powers of the shareholders' meeting.

Except for the circumstances specified in the preceding paragraph, after issuing the notice of the shareholders' meeting, the convener shall not modify the proposals already listed in the notice or add new proposals. The shareholders' meeting shall not vote on or make resolutions on proposals that are not listed in the notice or do not comply with laws, regulations, and the Articles of Association.

**Article 19** If the shareholders' meeting intends to discuss the election of directors, the notice shall fully disclose detailed information about the candidates for directors, including at least the following:

- (1) Personal information such as educational background, work experience, and part-time jobs;
- (2) Whether there is an affiliation with the Company or its controlling shareholders and actual controllers;
- (3) Number of shares held in listed companies;
- (4) Whether they have been punished by the CSRC and other relevant departments, or disciplined by stock exchanges.

Except for the election of directors by a cumulative voting system, each candidate for director shall be nominated in a single proposal.

**Chapter 5    Notice of Shareholders' Meeting**

**Article 20**    The convener shall notify each shareholder in writing or by announcement 21 days prior to the convening of the annual shareholders' meeting, and for extraordinary shareholders' meetings, 15 days prior to the convening of the meeting. For the purpose of calculating the starting period of the aforementioned "21 days" and "15 days", the very day of the meeting is excluded.

**Article 21**    The notice of the shareholders' meeting shall include:

- (1)    The time, location, and duration of the meeting;
- (2)    Matters and proposals submitted for deliberation at the meeting;
- (3)    The record date for shareholders entitled to attend the shareholders' meeting;
- (4)    A conspicuous statement that all shareholders have the right to attend the general meeting of shareholders, and may entrust a proxy to attend the meeting and vote in writing, who is not necessarily a shareholder of the Company;
- (5)    Name and telephone number of the permanent contact person for the meeting;
- (6)    The time and procedures for voting online or by other means;
- (7)    Other requirements stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

The start time for voting at the shareholders' meeting online or by other means shall not be earlier than 3:00 pm on the day before the on-site shareholders' meeting is held, and shall not be later than 9:30 am on the day of the on-site shareholders' meeting. Its end time shall not be earlier than 3:00 pm on the day the on-site shareholders' meeting ends. The interval between the record date for equity and the meeting date shall not exceed 7 trading days. The record date may not be changed once it is determined.

The notice of the shareholders' meeting shall fully and comprehensively disclose all specific contents of all proposals, as well as all necessary information or explanations to enable shareholders to make reasonable judgments on the matters to be discussed.

If the opinions of the independent directors are required on the matters to be discussed, such opinions and justification of the independent directors shall be disclosed upon issuance of the notice of the shareholders' meeting.

**Chapter 6 Identification and Registration of Shareholders Attending  
the Shareholders' Meeting**

**Article 22** All shareholders or their proxies registered as of the record date are entitled to attend the shareholders' meeting and exercise their voting rights in accordance with relevant laws, regulations, normative documents, the Articles of Association, and these Rules. The Company and the convener shall not refuse their exercise of such rights for any reason. Shareholders may attend and vote at the shareholders' meeting in person or by a proxy on their behalf.

**Article 23** Each shareholder shall have the right to appoint a representative, who shall not necessarily be a shareholder of the Company; if the shareholder is a corporation, it may appoint a representative to attend any shareholders' meeting of the Company and vote at the meeting. If the Company has already appointed a representative to attend any meeting, it shall be deemed as personally attending.

If an individual shareholder attends the meeting in person, he/she shall present his/her own identity card or other valid documents or certificates that can prove his/her identity; if he/she attends the meeting by proxy, he/she shall present his/her own valid identity document and the shareholder's power of attorney.

Corporate shareholders shall be represented at the meeting by their legal representatives or the proxies authorized by the legal representatives. If the legal representative attends the meeting, he/she shall present his/her personal identity card and valid proof of their status as legal representative. If a proxy is entrusted to attend the meeting, the proxy shall present his/her personal identity card and a written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law.

**Article 24** The power of attorney issued by a shareholder to authorize another person to attend the shareholders' meeting shall specify:

- (1) The name of the principal, as well as the type and quantity of shares held in the Company;
- (2) The name of the proxy;
- (3) Specific instructions from the shareholder, including instructions on voting for, against, or abstaining from voting on each matter to be considered on the agenda of the shareholders' meeting;
- (4) Date of issuance and term of validity of the power of attorney;
- (5) Signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed;
- (6) Other circumstances stipulated by laws, regulations, or the Articles of Association.

The power of attorney shall specify whether the shareholder's proxy can vote at his own discretion if the shareholder does not give specific instructions.

If a shareholder legally entrusts another person to vote on their behalf, the Company shall not refuse.

The Board of Directors, independent directors, shareholders holding more than 1% of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or regulations of the CSRC, may publicly request shareholders to authorize them to attend shareholders' meetings and exercise shareholder rights such as right of proposal and voting rights. The listed company and the conveners of shareholders' meetings shall not impose any conditions on solicitors, except as otherwise provided for by laws and regulations. When soliciting voting rights, the necessary information for shareholders to make authorization and entrustment must be fully disclosed to the solicitees. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company shall not impose minimum shareholding ratio restrictions on soliciting voting rights.

**Article 25** If the power of attorney for proxy voting is signed by a person authorized by the principal, the signed power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, as well as the power of attorney for proxy voting, must be kept at the Company's domicile or at other locations as specified in the notice convening the meeting.

**Article 26** The Company shall be responsible for preparing the register of the attendees, which shall specify the name (or unit name) of the attendees, their ID numbers, the number of voting shares held or represented, the name (or unit name) of the principal, and other relevant information.

The convener and the lawyers retained by the Company shall jointly verify the legality of the shareholders' qualifications against the register of shareholders provided by the securities registration and clearing institution, and register the name of the shareholders and the number of voting shares held by them. The meeting registration shall terminate before the meeting chairperson announces the number of shareholders and proxies present at the meeting and the total number of voting shares they hold.

### **Chapter 7    Convening of the Shareholders' Meeting**

**Article 27** If the shareholders' meeting requests directors and officers to attend the meeting as non-voting delegates, they shall attend and accept inquiries from shareholders. Subject to the securities regulatory rules of the place where the Company's stocks are listed, the aforementioned persons may attend or attend as non-voting delegates the meeting through the internet, video conferencing, telephone, or other equivalent means.

**Article 28** The shareholders' meeting shall be presided over by the chairman of the Board. If the chairman is unable or fails to perform his duties, the meeting shall be presided over by a director jointly recommended by a majority of the directors.

The shareholders' meeting convened by the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable or fails to perform his duties, a member jointly recommended by a majority of the Audit Committee members shall preside over the meeting.

A shareholders' meeting convened by shareholders on their own shall be presided over by the convener or a representative elected by the convener.

When convening a shareholders' meeting, if the meeting chairperson violates laws, administrative regulations, the Articles of Association, or these Rules, rendering the meeting unable to continue, the shareholders' meeting may, with the consent of over half of the shareholders present with voting rights, elect a new chairperson to continue the meeting.

**Article 29** When convening a shareholders' meeting, the Company shall retain a lawyer to provide legal opinions on the following issues and make an announcement:

- (1) Whether the procedures for convening and holding the meeting comply with the provisions of laws, administrative regulations, these Rules, and the Articles of Association;
- (2) Whether the qualifications of the attendees and the convener are legal and valid;
- (3) Whether the voting procedures and results of the meeting are legal and valid;
- (4) Legal opinions issued on other relevant issues at the request of the Company.

**Article 30** The chairman of the meeting shall, before the voting, announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them, which are subject to the meeting registration.

### **Chapter 8    Deliberation on Meeting Topics**

**Article 31** The shareholders' meeting shall, under the direction of the chairperson, deliberate item by item in the order of the agenda and proposals. When necessary, related items may be discussed together. For items included in the meeting agenda, the chairperson may, based on the actual situation, adopt methods such as reporting first, then centralized deliberation, and then centralized voting, or for more complex items, adopt the methods of reporting, deliberating, and then voting item by item. The shareholders' meeting shall allocate reasonable discussion time for each item.

At the shareholders' meeting, the Company shall not disclose or leak any undisclosed information that may have a significant impact on the trading price of the Company's stock or the investment decisions of investors. After the meeting, the Company shall promptly announce the resolutions of the shareholders' meeting and disclose the conclusive opinions given in the Legal Opinion in the announcement of the shareholders' meeting resolutions.

**Article 32** At the annual shareholder's meeting, the Board of Directors shall report on its work over the past year to the shareholders' meeting, and each independent director shall also present a work report. The chairman of the Board shall attend the annual shareholder's meeting and invite the chairmen of the Audit Committee, Remuneration Committee, Nomination Committee, and any other sub committees of the Board to attend as well. If the chairman of the relevant committee fails to attend, the chairman of the Board shall invite another committee member (or, if that member is unable to attend, his/her duly appointed representative) to attend, and that person shall answer questions at the annual shareholder's meeting. The management of the issuer shall ensure that the external auditor attends the annual shareholder's meeting to answer questions related to audit work, the preparation and content of the auditor's report, accounting policies, and the independence of the auditor.

The chairperson or his/her designee shall provide necessary explanations or distribute necessary documents regarding each agenda item.

**Article 33** When deliberating on an agenda item, shareholders or their proxies shall articulate their viewpoints concisely and clearly. They may raise inquiries about issues that have not been explained by the reporter and that affect their judgment and voting, and request the reporter to provide explanations and clarifications.

**Article 34** Directors and offers shall provide explanations and clarifications in response to inquiries from shareholders.

Shareholders' inquiries are not limited in terms of time or frequency. In any of the following circumstances, the chairperson may refuse to answer the inquiry, provided that he/she shall explain the reasons to the inquirer:

- (1) The inquiry is unrelated to the agenda item;
- (2) Answering the inquiries would reveal the Company's trade secrets or significantly harm the common interests of the Company or its shareholders;
- (3) Other important reasons.

**Article 35** Shareholders shall have the right to request to speak at the shareholders' meeting. If a shareholder requests to speak, they shall first introduce their shareholder identity, the unit they represent, the number of shares they hold, and other relevant information, and then express their own views.

Shareholders who wish to speak at the shareholders' meeting may register with the meeting organizer one day before the meeting, or request to speak on the spot at the shareholders' meeting. The order of speaking shall be based on the order of registration, with those who registered first speaking first, and those who request to speak on the spot speaking after those who have registered to speak.

When speaking, shareholders shall first raise their hands to indicate their intention, and then proceed to the speaking seat after obtaining permission from the chairperson. If multiple shareholders request to speak at the same time, the one who raises their hand first will speak first. If the order cannot be determined, the chairperson will designate the speaker.

The duration and frequency of shareholder speeches will be announced by the chairperson before the meeting according to specific circumstances. The chairperson may refuse or stop any shareholder who violates the provisions of the preceding paragraph. Shareholders may not be interrupted during their designated speaking time, so as to ensure they have sufficient speaking rights.

When deliberating on a proposal, only shareholders or their proxies have the right to speak, and other participants are not allowed to ask questions or speak.

Directors, executives, other officers of the Company present at the meeting, as well as those approved by the presiding officer, may speak.

### **Chapter 9    Voting at the Shareholders' Meeting**

**Article 36** Shareholders (including their proxies) shall exercise their voting rights based on the number of voting shares they represent, with each share carrying one vote.

The shares held by the Company in its own company do not carry voting rights, and these shares are not included in the total number of voting shares present at the shareholders' meeting.

If a shareholder purchases voting shares of the Company in violation of the provisions of Article 63, Paragraphs 1 and 2 of the Securities Law, the voting rights carried by the shares exceeding the prescribed proportion shall not be exercised within thirty-six months after the purchase, and shall not be included in the total number of voting shares present at the shareholders' meeting.

If the shareholder is a clearing company (or its proxy), the clearing company shall have the right to appoint representatives or corporate representatives to attend the shareholders' meeting of the Company, and these representatives or corporate representatives shall enjoy the same statutory rights as other shareholders, including the right to speak and vote.

Subject to applicable laws and regulations, as well as the Hong Kong Listing Rules published by The Stock Exchange of Hong Kong Limited, if any shareholder is required to abstain from voting on a particular resolution, or if any shareholder is restricted to voting only in favor of (or against) a particular resolution, the number of votes cast by such shareholder or its representative in violation of the relevant provisions or restrictions shall not be included in the total number of voting shares.

The holding subsidiaries of the Company shall not acquire shares in the Company. If shares are held due to special reasons, such situation shall be eliminated according to law within one year in accordance with the law. Before the elimination of the aforementioned situation, the relevant subsidiaries shall not exercise the voting rights corresponding to the shares they hold, and such shares shall not be included in the total number of voting shares present at the shareholders' meeting.

**Article 37** The shareholders' meeting shall adopt an open ballot system for voting.

**Article 38** If a shareholder has a relation with the matters to be considered by the shareholders' meeting, the related shareholder and its close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting on the related transaction matters and shall not exercise voting rights on behalf of other shareholders. The shares held by them with voting rights shall not be counted towards the total number of valid votes. The announcement of the shareholders' meeting resolution shall fully disclose the votes of non-related shareholders, except where otherwise provided by laws, regulations, departmental rules, and securities regulatory rules of the place where the Company's stocks are listed, and where all shareholders are related parties

The procedures for abstention and voting of shareholders involved in related transactions are as follows:

- (1) If the matters proposed to be submitted to the shareholders' meeting for review constitute related transactions, the convener shall promptly notify the related shareholders in advance, and the related shareholders shall also promptly notify the convener in advance;
- (2) When the shareholders' meeting is convened, the related shareholders shall proactively request abstention, and other shareholders shall have the right to request the convener to have the related shareholders abstain. The convener shall review whether the shareholder is a related shareholder and whether the shareholder shall abstain in accordance with relevant regulations;
- (3) If a related shareholder has any objection to the convener's decision, he/she shall have the right to request the people's court to rule on whether the relation constitutes an related one and whether they are entitled to vote, provided that such shareholder shall not vote before the people's court makes a final and effective ruling, and the number of voting shares he/she represent shall not be counted towards the total number of valid votes;
- (4) The related shareholders who shall abstain may participate in the discussion of the related transactions involving themselves, and may explain and clarify to the shareholders' meeting matters such as the reasons for the related transactions, the basic information of the transactions, and whether the transactions are fair and legal;

- (5) The voting on a related transaction at a shareholders' meeting shall be valid only if a relevant ordinary resolution is passed by more than half of the voting rights held by the non-related shareholders present at the meeting; except that, if the related transaction involves matters that require a special resolution as stipulated in the Articles of Association, it shall be valid only if the special resolution is passed by more than two-thirds of the voting rights held by the shareholders present at the meeting (excluding the related shareholders).

The term "related shareholders" referred to in the preceding paragraph includes the following shareholders or shareholders who fall under any of the following circumstances:

- (1) Being the counterparty;
- (2) Having direct or indirect control over the counterparty;
- (3) Being directly or indirectly controlled by the counterparty;
- (4) Being directly or indirectly controlled by the same corporation or natural person as the counterparty;
- (5) Close family members of the counterparty or its direct or indirect controller;
- (6) Holding a position in the counterparty, or holding a position in a legal entity that can directly or indirectly control the counterparty, or in a legal entity directly or indirectly controlled by the counterparty (applicable to situations where the shareholder is a natural person);
- (7) Shareholders whose voting rights are restricted and affected due to unfulfilled equity transfer agreements or other agreements with the counterparty or its affiliates;
- (8) Other shareholders identified by the CSRC or the securities regulatory rules of the place where the Company's stocks are listed as those who may potentially have a conflict of interest that may favor them.

Before the shareholders' meeting deliberates on related party transactions, the Company shall determine the scope of related shareholders in accordance with relevant laws, regulations, and normative documents.

When the shareholders' meeting deliberates on matters related to related party transactions, related shareholders and their close associates shall actively abstain from and not participate in voting. If the related shareholders do not voluntarily abstain from voting, other shareholders attending the meeting have the right to request them to abstain from voting. After the abstention of related shareholders and their close associates, other shareholders shall vote based on their voting rights and pass corresponding resolutions in

accordance with the provisions of the Articles of Association; the chairperson of the meeting shall announce the number of shareholders and proxies present at the meeting (excluding related shareholders and their close associates), as well as the total number of voting shares held.

A resolution made by the shareholders' meeting on related transactions must be passed by more than half of the voting rights held by non-related parties attending the shareholders' meeting in order to be valid; provided that, if the related transaction involves matters that require a special resolution as stipulated in the Articles of Association, it shall be valid only if the special resolution is passed by more than two-thirds of the voting rights held by the non-related shareholders present at the meeting.

If the related shareholders or their close associates participate in voting in violation of this provision, their votes on related transaction matters shall be invalid.

When the shareholders' meeting deliberates on major issues that affect the interests of small and medium-sized shareholders, the votes of small and medium-sized shareholders shall be separately counted and disclosed:

- (1) Appointment and removal of directors;
- (2) Formulation and amendment of profit distribution policies, or review of equity distribution matters;
- (3) Related party transactions, providing guarantees (excluding guarantees for subsidiaries within the scope of consolidated financial statements), providing financial support, changing the use of raised funds, etc;
- (4) Major asset restructuring, equity incentives, and employee stock ownership plans;
- (5) Public offering of stocks, applying to other domestic stock exchanges for the transfer of listing of stocks, or applying for the trading of stocks on other overseas securities trading venues;
- (6) Other matters stipulated by laws and regulations, business rules of the stock exchange, and the Articles of Association.

**Article 39** Except for proposals subject to cumulative voting, all proposals at the shareholders' meeting shall be voted on item by item. If there are different proposals for the same matter, voting shall be conducted in the order in which the proposals were put forward. Except where the shareholders' meeting is suspended or cannot reach a resolution due to special reasons such as force majeure, the shareholders' meeting shall not suspend or refuse to vote on any proposals.

**Article 40** When the shareholders' meeting deliberates on a proposal, no modifications shall be made to the proposal. Otherwise, the relevant modifications shall be deemed as a new proposal and shall not be voted on at the current shareholders' meeting.

**Article 41** The same voting right can only be exercised through one of the following voting methods: on-site, online, or other voting methods. If there is a duplicate vote with the same voting right, the result of the first vote shall prevail.

**Article 42** Shareholders attending the shareholders' meeting shall express one of the following opinions on the proposal submitted for voting: agree, disagree, or abstain. This does not apply where the securities depository and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect programs, declares votes according to the intentions of the beneficial owners.

Incomplete, incorrectly completed, illegible ballots, or uncast ballots shall all be deemed as the voter waiving their voting rights, and the voting result for the number of shares they hold shall be counted as "abstain".

Shareholders who have been ordered to withdraw from the shareholders' meeting due to violations of laws, regulations, normative documents, the Articles of Association, and these Rules shall not have their shares counted towards the total number of valid voting rights present at the shareholders' meeting.

**Article 43** For persons who are not legitimately qualified to attend the current meeting, the shareholder rights (including but not limited to the votes cast) exercised or represented by them at the meeting shall be invalid. The number of shares they hold or represent shall not be included in the total number of shares with valid voting rights at the meeting.

**Article 44** The end time of the on-site shareholders' meeting shall not be earlier than the end time of voting by other methods. The chairman of the meeting shall decide whether the resolution of the shareholders' meeting is passed based on the voting results, and shall announce the voting results at the on-site meeting. The voting results of the resolution shall be recorded in the meeting minutes.

Before the official announcement of the voting results, the companies, vote counters, vote supervisors, major shareholders, network service provider, and other relevant parties involved in the on-site meeting and other voting methods shall all keep the voting results confidential.

### **Chapter 10 Shareholders' Meeting Resolutions**

**Article 45** Shareholders' meeting resolutions are divided into ordinary resolutions and special resolutions.

An ordinary resolutions made by the shareholders' meeting shall be passed by a majority of the voting rights held by the attending shareholders (including shareholder proxies).

A special resolution made by the shareholders' meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the attending shareholders (including shareholder proxies).

A resolution made by the shareholders' meeting on related transactions must be passed by more than half of the voting rights held by non-related parties attending the shareholders' meeting in order to be valid; provided that, if the related transaction involves matters that require a special resolution as stipulated in the Articles of Association, it shall be valid only if the special resolution is passed by more than two-thirds of the voting rights held by the non-related shareholders present at the meeting.

**Article 46** The following matters shall be passed by the shareholders' meeting by ordinary resolutions:

- (1) Work report of the Board of Directors;
- (2) The profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (3) Appointment and removal of board members, as well as their remuneration and payment methods;
- (4) Other matters except those that shall be passed by special resolution as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, other regulations of relevant regulatory authorities in the place where the company's stocks are listed, or the Articles of Association.

**Article 47** The following matters shall be passed by the shareholders' meeting by special resolutions:

- (1) Increase or decrease of registered capital of the Company;
- (2) Division, spin off, merger, dissolution, and liquidation of the Company;
- (3) Amendment to the Articles of Association and its appendices (including the Rules of Procedure for Shareholders' meeting and the Rules of Procedure for Board of Directors);
- (4) The amount involved in the purchase or sale of significant assets or provision of guarantees to others by the Company within one year exceeds 30% of the latest audited total assets of the Company;
- (5) Equity incentive plans and employee stock ownership plans;
- (6) Other matters as stipulated by laws, administrative regulations, or the Articles of Association, as well as matters identified by an ordinary resolution of the shareholders' meeting as having a significant impact on the Company and requiring a special resolution.

**Article 48** A proposal shall become a resolution of the shareholders' meeting after it is passed. The content of a resolution shall comply with the provisions of laws, regulations, and the Articles of Association of the Company. The directors attending the meeting shall ensure that the content of the resolution is true, accurate, and complete, without any expressions that may cause ambiguity.

If a resolution of the shareholders' meeting involves major issues stipulated by the securities regulatory rules of the place where the Company's stocks are listed, and the relevant proposal is not passed at the shareholders' meeting, the Company shall disclose in the form of an interim report the reasons for the failure to approve the proposal and the relevant specific arrangements.

**Article 49** Resolutions of the shareholders' meeting shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held, the proportion of voting shares in the total number of voting shares of the Company, the voting method, the voting results of each proposal, and the detailed content of each resolution passed. Statistics shall also be provided separately for the attendance and voting of domestic shareholders and foreign shareholders. If a proposal is not passed, or if a resolution of the previous shareholders' meeting is changed at this shareholders' meeting, a special notice shall be made in the announcement of the shareholders' meeting resolution.

### **Chapter 11    Minutes of Shareholders' Meeting**

**Article 50** The minutes of the shareholders' meeting shall be the responsibility of the secretary of the Board of Directors.

**Article 51** The minutes of the shareholders' meeting shall record:

- (1) The time, place, agenda, and name of the convener of the meeting;
- (2) The names of the meeting chairperson and the attending directors and officers;
- (3) The number of shareholders and proxies attending the meeting, the total number of voting shares held, and their proportion to the total number of shares in the Company;
- (4) The deliberation process, key points of speech, and voting results for each proposal;
- (5) The names of the lawyer, vote counters, and vote supervisors;
- (6) Other contents that shall be included in the meeting minutes as stipulated in the Articles of Association.

**Article 52** The directors attending the meeting as non-voting participants, the secretary of the Board of Directors, the conveners or their representative, and the meeting chairperson shall sign the meeting minutes. The convener shall ensure that the contents of the meeting minutes are true, accurate, and complete. The minutes of the meeting shall be kept together with the signature book for the attending shareholders, the power of attorney for proxies, and materials on valid voting online and by other means.

**Article 53** The retention period of meeting minutes shall not be less than 10 years.

### **Chapter 12 Execution of Shareholders' Meeting Resolutions**

**Article 54** The Board of Directors is responsible for implementing the resolutions passed at the shareholders' meeting, and shall assign the specific implementation thereof to the Manager of the Company, who shall cause relevant personnel to do so; for matters required by the shareholders' meeting resolution to be handled by the Audit Committee, the Audit Committee shall directly organize the implementation.

**Article 55** If the shareholders' meeting approves a proposal for election of directors, the new directors shall take office immediately upon the approval of the shareholders' meeting resolution.

**Article 56** If the shareholders' meeting approves proposals for cash dividends, stock dividends, or capital reserve conversion into share capital, the Company shall implement specific plans within 2 months after the conclusion of the shareholders' meeting.

**Article 57** If any resolutions of a shareholders' meeting of the Company violates laws and administrative regulations, shareholders have the right to petition the people's court to declare it invalid.

If the convening procedures or voting methods of a shareholders' meeting or board meeting violate laws, administrative regulations, or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders have the right to petition the people's court to revoke it within sixty (60) days from the date of the resolution. However, this does not apply if the convening procedures or voting methods of the shareholders' meeting or board meeting only have minor defects that do not substantially affect the resolution.

If there is a dispute among the Board of Directors, shareholders or other relevant parties regarding the effectiveness of the shareholder meeting resolution, a lawsuit shall be promptly filed with the people's court. The relevant parties shall execute the resolution of the shareholders' meeting before the people's court makes a judgment or ruling to revoke the resolution. The Company, directors, and officers shall fulfill their duties effectively to ensure the normal operation of the Company.

If the people's court makes a judgment or ruling on relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, the provisions of the CSRC and the stock exchange where the Company's

stocks are listed, fully explain its impact, and actively cooperate with the execution thereof after the judgment or ruling takes effect. Any corrections related to previous matters shall be promptly handled and corresponding information disclosure obligations shall be fulfilled.

If the convening procedures and voting methods of the shareholders' meeting violate laws, administrative regulations, or the Articles of Association, or if the content of the resolution violates the Articles of Association, the shareholders may petition the people's court to revoke it within sixty (60) days from the date of the resolution.

### Chapter 13 Supplementary Provisions

**Article 58** Any matters not covered by these Rules shall be subject to relevant laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's stocks are listed, and the relevant provisions of the Articles of Association. In case of any inconsistency between these Rules and relevant laws, regulations, and the Articles of Association, the relevant provisions of laws, regulations, and the Articles of Association shall prevail.

**Article 59** The terms "above" and "within" referred to in these Rules include the base number; and the terms such as "more than", "less than", and "exceed" do not include the base number.

For the purpose of these Rules, the meaning of "independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules; the term "relation" includes the "connection" as defined in the Hong Kong Listing Rules, and the term "related transaction" includes the "connected transaction" as defined in the Hong Kong Listing Rules.

For the purpose of these Rules, the meaning of "Manager" is consistent with the meaning of "General Manager" in the Hong Kong Listing Rules.

**Article 60** These Rules are formulated by the Board of Directors and approved by the shareholders' meeting, and shall come into effect and be implemented from the date of the Company's initial public offering and listing of A-shares on the ChiNext board of the Shenzhen Stock Exchange. From the effective date of these Rules of Procedure for the shareholders' meeting, the original rules of procedure for the shareholders' meeting of the Company shall automatically become invalid.

**Article 61** The interpretation of these Rules shall be the responsibility of the Board of Directors.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Rules of Procedure for Board Meetings (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

**SHENZHEN DOBOT CORP LTD****Rules of Procedure for Board Meetings (Draft)****Chapter 1 General Provisions**

**Article 1** In order to improve and standardize the deliberation and decision-making procedures of the Board of Directors of SHENZHEN DOBOT CORP LTD (the “**Company**”), ensure the smooth operation and management of the Company, these Rules are formulated according to the actual situation of the Company in accordance with relevant laws, regulations, normative documents such as the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures for the Independent Directors of Listed Companies, the Shenzhen Stock Exchange ChiNext Stock Listing Rules (the “**ChiNext Stock Listing Rules**”), the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “**Articles of Association**”).

**Article 2** The Board of Directors is the decision-making body for the operation and management of the Company, safeguarding the interests of the Company and all its shareholders, and responsible for making decisions on the Company’s development goals and major business activities.

Major matters of the Company shall be subject to collective decision-making by the Board of Directors, which shall not delegate its statutory functions and powers to individual directors or other persons.

**Article 3** These Rules of Procedure are intended to standardize the procedures of the board meeting of the Company and to enhance the work efficiency and the level of scientific decision-making of the Board.

**Chapter 2 Composition and Functions and Powers of the Board of Directors**

**Article 4** The Company shall establish a Board of Directors, which shall serve as the decision-making center for the business of the Company. Entrusted by the Shareholders’ Meeting, the Board is responsible for the operation and management of the property of the Company and reports to the Shareholders’ Meeting. The Board of Directors consists of 7 directors, including 3 independent directors and 1 employee director. The Board of Directors shall have one chairman, who shall be elected by the Board of Directors with a majority vote of all directors.

The Non-employee representative directors of the Board of Directors shall be elected by the shareholders’ meeting in accordance with the law, and the employee representative directors shall be elected through democratic processes such as the

Workers' Congress, without consideration by the shareholders' meeting. Directors are divided into executive directors, non-executive directors, and independent directors. The number of independent directors shall not be less than 3 and shall account for one-third (1/3) or more of the total number of directors on the board. At least 1 independent director shall possess appropriate professional qualifications or accounting or related financial management expertise, and at least 1 independent director shall regularly reside in Hong Kong.

The term of office of the Board of Directors is three years. Directors may be re elected upon the expiration of their term of office, except as otherwise provided for by relevant laws, regulations, the Articles of Association, and regulatory rules of the stock exchange where the Company's stocks are listed.

The Board of Directors shall possess appropriate skills, experience, and diverse views and perspectives required for the issuer's business, and shall ensure that each director can devote sufficient time and make contributions to the issuer in accordance with their roles and board responsibilities.

**Article 5** According to the relevant provisions of the Articles of Association, the Board of Directors shall mainly exercise the following functions and powers:

- (1) To convene the shareholders' general meeting and report on its work to the shareholders;
- (2) To implement the resolutions adopted by the shareholders' meeting;
- (3) To decide on the business plans and investment plans of the Company;
- (4) To formulate the company's profit distribution plan and plan for recovery of losses;
- (5) To formulate the plans for increase or decrease of registered capital, issue of bonds or other securities and listing of the Company;
- (6) To formulate plans for major acquisitions, acquisitions of the shares, or mergers, divisions, dissolutions and changes in company forms of the Company;
- (7) To, subject to the authority granted by the shareholders' meeting, determine the external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, related transactions, and external donations etc. of the Company;
- (8) To decide on the setup of the internal management structure the Company;
- (9) To decide on the appointment or dismissal of the manager, secretary of the Board of Directors, and other officers of the Company, and to decide on their remuneration and reward/punishment matters; based on the manager's

nomination, to decide on the appointment or dismissal of the officers such as the deputy manager and financial controller, and to decide on their remuneration and reward/punishment matters;

- (10) To formulate the basic management system of the Company;
- (11) To formulate a plan for amendment to the Articles of Association;
- (12) To propose to the Shareholders' Meeting the engagement or replacement of the accounting firm for auditing the Company;
- (13) To hear the work report of the manager and inspect his/her work;
- (14) To manage the information disclosure matters of the Company;
- (15) Other powers granted by laws, administrative regulations, departmental rules, or the Articles of Association.

**Chapter 3    Sub Committees of the Board of Directors**

**Article 6** The Board of Directors of the Company shall establish four sub committees:

- 1. Strategic Committee;
- 2. Audit Committee;
- 3. Remuneration and Assessment Committee;
- 4. Nomination Committee.

**Article 7** Each sub committee shall report to the Board of Directors, with all its members being directors. The Audit Committee shall be composed of three board members appointed by the Board of Directors, who are directors not serving as officer in the Company. Independent directors shall constitute the majority of the members of the Audit Committee, and the convener shall be an independent director with an accounting professional background. At least one member shall be an independent director with appropriate professional qualifications or expertise in accounting or related financial management as required by the securities regulatory rules of the place where the Company's stocks are listed. The Remuneration and Assessment Committee and the Nomination Committee shall have a majority of independent directors, and their conveners (i.e., chairpersons) shall be independent directors. The Board of Directors may also establish other committees or adjust existing committees as needed.

If an independent director resigns or is dismissed from his/her position due to the circumstances specified in the preceding paragraph, resulting in the proportion of independent directors in the sub committee not meeting the rules of the stock exchange where the Company's stocks are listed or the provisions of the Articles of Association, or if

there are no accounting professionals among its independent directors, the Company shall complete the by-election within sixty (60) days from the date of such occurrence.

**Article 8** Each sub committee shall formulate rules for the composition of its members, specific rules for deliberation or business, which shall be implemented after approval by the Board of Directors.

Each sub committee may engage professional intermediaries to provide professional advice on matters within the scope of its duties, with the relevant expenses borne by the Company.

**Article 9** Each sub committee shall report to the Board of Directors, and its proposals shall be submitted to the Board of Directors for review and decision.

#### **Chapter 4    Procedures for Board Meetings Convening and Notifying**

**Article 10** The board meeting shall be convened and chaired by the chairman of the board. If the chairman is unable or fails to perform his/her duties, the board meeting shall be convened and chaired by one director jointly elected by more than half of the directors.

**Article 11** The Board of Directors shall hold at least two meetings per year, convened by the chairman. For regular meetings of the Board of Directors, all directors shall be notified in writing fourteen (14) days before the meeting is held.

If the Board of Directors is expected to decide at a meeting to declare, propose, or pay dividends, or to approve any announcement on annual, semi annual, or other periodic profits or losses, the Company shall publish an announcement in accordance with Rule 2.07C of the Hong Kong Listing Rules at least seven (7) clear business days before the meeting.

**Article 12** Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors, the Audit Committee, or more than 1/2 of the independent directors may propose to convene an extraordinary meeting of the Board of Directors.

The proposer of an extraordinary meeting of the Board of Directors shall submit a written proposal to the chairman, which shall specify the following:

- (1) The reason for the proposal;
- (2) Meeting agenda;
- (3) Proposed meeting time;
- (4) Proposer and proposal date;
- (5) Contact information.

The chairman shall convene and preside over the board meeting within ten (10) days after receiving the proposal. The chairman may also convene an extraordinary meeting of the Board of Directors as needed.

A written notice on the extraordinary meeting of the Board of Directors shall be given to all directors three (3) days before the meeting is held; provided that, in the event that the attending directors have no objections or the matter is urgent, such notice period may be waived by the Board of Directors as appropriate. Any director present at a meeting who does not object to the lack of notice before or at the beginning of the meeting shall be deemed to have received notice of the meeting.

**Article 13** The extraordinary meeting of the Board of Directors may be conducted via personal delivery, courier, or fax, and resolutions shall be made, and signed by the attending directors, provided that the opinions of the directors are fully expressed.

If resolutions are made in the manner described above, the time limit for prior notice stipulated in Article 14 of these Rules may be waived, provided that it shall be ensured that the written proposal for the resolution is delivered to each director by personal delivery, mail or fax. The delivery notice shall specify the method and deadline for directors to express their opinions. Directors who fail to express their opinions in the prescribed manner within the time limit shall be deemed not to have attended the meeting. If the number of directors expressing their opinions in the prescribed manner has reached the statutory number for making resolutions and the proposal has been delivered to the Company in the manner specified in the preceding paragraph, the proposal shall become a valid board resolution of the Company.

**Article 14** The agenda of the board meeting shall be decided by the chairman of the Company in accordance with laws, regulations, and the Articles of Association. The agenda for the extraordinary meeting of the Board of Directors shall be proposed in writing by the proposer in accordance with laws, regulations, and the Articles of Association. If the agenda proposed by the proposer falls within the scope of functions and powers of the Board of Directors as stipulated by laws, regulations, and the Articles of Association, the chairman shall include it in the agenda for consideration by the extraordinary board meeting and shall not refuse it.

**Article 15** Notice of the board meeting (including regular and extraordinary meetings, the same below) to all directors shall be the responsibility of the secretary of the Board of Directors, and the notification shall be made in writing by personal delivery, fax, prepaid EMS or registered mail.

**Article 16** The notice of the board meeting shall contain:

- (1) Date and location of the meeting;
- (2) Meeting duration;
- (3) Reasons and agenda;
- (4) Date of notice issuance.

**Article 17** Directors shall attend board meetings in person. If a director cannot attend for any reason, he/she shall prudently select and authorize another director in writing to attend on his/her behalf.

The power of attorney shall specify the name of the principal, name of the proxy, the matters authorized, the instructions on voting intentions for the proposals, the scope of authorization, and the validity period, and shall only be valid if signed or stamped by the principal.

Alternate directors shall submit a written power of attorney to the meeting presider and indicate his status of proxy in the meeting attendance register. Directors who attend meetings on behalf of others shall exercise their rights within the scope of authorization. If a director neither attends the board meeting nor authorizes another director to attend on his behalf, he shall be deemed to have waived his voting rights at the meeting.

**Article 18** The following principles shall be followed when authorizing and accepting attendance at board meetings:

- (1) In case of deliberation on related transactions, non-related directors shall not authorize related directors to attend on their behalf; and related directors shall not accept such authorization from non-related directors;
- (2) Independent directors shall not authorize non-independent directors to attend on their behalf, and non-independent directors shall not accept such authorization from independent directors;
- (3) Directors shall not grant blanket authorization to other directors to attend on their behalf without specifying their personal opinions and voting intentions on proposals, and such blanket or unclear authorization shall not be accepted;
- (4) A director shall not accept the authorization from more than two directors to attend a single board meeting on their behalf.

**Article 19** The documents of the Board of Directors shall be prepared by the secretary of the Board of Directors of the Company. The board documents shall be delivered to all directors before the meeting. Directors shall carefully read the meeting documents delivered by the board, fully consider and prepare opinions on various proposals.

#### **Chapter 5    Procedures for Deliberation and Voting at Board Meetings**

**Article 20** The board meeting shall be held only when more than half of all directors are present. The voting on board resolutions shall be conducted on a one-person-one-vote basis.

**Article 21** The Manager shall attend board meetings as a non voting delegate, and other officers may also attend board meetings a non voting delegate as needed.

**Article 22** The Board of Directors may, based on the meeting agenda, invite other persons related to the agenda of the meeting to introduce relevant information or hear relevant opinions. Non-board members attending the meeting as non-voting participants shall not interfere with the board's proceedings, nor shall they affect the meeting process, voting, or resolutions.

**Article 23** In principle, the Board of Directors shall not deliberate on any topics or matters that are not specified in the meeting notice. In special circumstances where new agenda items or matters need to be added, the approval of more than half of all directors shall be obtained before considering and making resolutions on such agenda items or matters. If necessary, the chairman or meeting presider may use the voting procedure to vote on whether to add new agenda items or matters.

The agenda of the board meeting shall be prepared in advance and provided with sufficient decision-making materials. If two or more independent directors believe that the materials are incomplete or the demonstration thereof is insufficient, they may jointly submit a written request to the Board of Directors to postpone the meeting or postpone the deliberation on the matter, which shall be accepted by the Board of Directors and disclosed by the Company in a timely manner.

Prior to the board meeting, independent directors may communicate with the board secretary to inquire about the matters to be deliberated, request supplementary materials, and provide opinions and suggestions. The Board of Directors and relevant personnel shall carefully study the questions, requirements, and opinions raised by independent directors, and promptly provide feedback to them on the implementation of revisions to proposals.

**Article 24** If a director is related with an enterprise involved in a matter to be resolved at a board meeting, he/she shall not exercise his/her voting rights on the resolution, nor shall he/she exercise voting rights on behalf of other directors as a proxy. The board meeting may be held with the attendance of more than half of the unrelated directors. If the number of unrelated directors attending the board meeting is less than 3, the matter shall be submitted to the shareholders' meeting for consideration.

**Article 25** The voting methods at board meetings shall be conducted by a show of hands or by registered ballot. Where meetings are conducted by means of communication, voting shall be conducted in accordance with the procedures for communication voting as stipulated in the Articles of Association and these Rules.

### **Chapter 6 Board Resolutions and Meeting Minutes**

**Article 26** Resolutions made by the Board of Directors shall be passed by a majority vote of all directors in order to be valid.

The resolution of the Board of Directors on the provision of guarantees by the Company to external parties shall be approved by more than two-thirds (2/3) of all directors.

In case of provision of financial support, the Company shall do so with the consent and resolution of more than two-thirds (2/3) of the directors present at the board meeting, and fulfill its information disclosure obligations in a timely manner. Resolutions of the Board of Directors regarding related transactions shall be valid only if approved by more than half of all unrelated directors.

**Article 27** The resolutions formed at the board meeting shall be recorded in writing, and the attending directors shall sign the written documents of the resolutions. The written documents of the resolution shall be kept as company archives by the secretary of the Board of Directors, with a retention period of no less than 10 years.

**Article 28** If the board resolution involves matters that require voting at the shareholders' meeting, the Company shall promptly disclose the announcement on the board resolution and briefly explain the content of the proposal in the announcement. If the board resolution involves material information required to be disclosed under the business rules of the stock exchange where the Company's stocks are listed, the Company shall promptly disclose the announcement on the board resolution and related announcements after the meeting concludes. Board resolutions shall include the following:

- (1) The time and method of issuing the meeting notice;
- (2) The date, location, method, and name of the convener of the meeting;
- (3) The number of directors expected to attend the meeting, the actual number of attendees, and the number of proxies;
- (4) An explanation of the meeting's procedures and the legality and validity of the meeting's resolutions;
- (5) An explanation of the content (or title) of the proposals deliberated and voted on at the meeting;
- (6) A separate explanation of any proposals required to be deliberated by the shareholders' meeting (if any);
- (7) Other matters that shall be explained and recorded in the resolution.

**Article 29** Board meetings shall have written minutes, which shall be true, accurate, and complete, and shall be signed by the directors attending the meeting, the board secretary and the recorder. Directors attending the meeting shall have the right to request explanatory records of their speeches in the minutes. The minutes of the board meeting shall be kept, as a company file, by the secretary of the Board of Directors. The retention period for the minutes of the board meetings shall not be less than 10 years.

**Article 30** The minutes of the board meeting shall include the following:

- (1) The date, place, and name of the convener of the meeting;
- (2) The names of the attending directors and the names of the directors (or proxies) authorized by others to attend the board meeting;
- (3) Meeting agenda;
- (4) Key points of directors' speeches;
- (5) The voting method and result for each resolution (the voting result shall indicate the number of votes in favor, against, or abstentions).

**Article 31** Implementation of the resolutions made by the Board of Directors shall be organized by the Manager, and shall be supervised and inspected by the board chairman. The Manager shall report to the Board of Directors on the implementation of board resolutions.

**Article 32** The Manager or other officers, who are appointed by the resolutions of the Board of Directors, shall take office immediately after the board resolution is passed or at any time otherwise determined by the board resolution.

**Article 33** The attending directors shall sign for the meeting minutes and resolutions on behalf of themselves and the directors they represent. If a director has different opinions on the meeting minutes or resolutions, he/she may provide a written explanation when signing. If a director neither signs for the meeting minutes or resolutions in accordance with these Rules nor provides a written explanation on his/her differing opinions, he/she shall be deemed to fully agree with the content of the meeting minutes and resolutions.

#### **Chapter 7    Decision making Procedure for Major Matters**

**Article 34** The Manager and secretary of the board shall be nominated by the board chairman and appointed or dismissed by the Board of Directors. The deputy manager, Chief Financial Officer and other officers of the Company shall be nominated by the Manager and appointed or dismissed by the Board of Directors.

When nominates the Manager and the secretary of the Board of Directors, as well as when the Manager nominates officers such as deputy manager, Chief Financial Officer, and the secretary of the Board of Directors, detailed information about the candidates shall be submitted to the Board of Directors, including their educational background, work experience, and whether they have been subject to penalties by the securities regulatory commission and other relevant authorities where the Company's stocks are listed, or disciplinary actions by the stock exchange.

If the chairman proposes the removal of the Manager or secretary of the Board of Directors, or if the Manager proposes the removal of the deputy manager, the CFO or other officers, the reasons for such removal shall be submitted to the Board of Directors.

**Article 35** The Board of Directors shall consider related transactions in accordance with the Articles of Association.

**Article 36** The following matters shall be submitted to the Board of Directors for consideration after obtaining the consent of more than half of all independent directors of the Company:

- (1) Related transactions required to be disclosed;
- (2) Proposals by the Company or related parties to change or waive commitments;
- (3) The decisions and measures taken by the Board of Directors of the acquired company in response to the acquisition;
- (4) Other matters stipulated by laws, administrative regulations, the relevant provisions of the securities regulatory commission in the place where the Company's stocks are listed, and the Articles of Association.

**Article 37** The following matters shall be submitted to the Board of Directors for deliberation upon consent of more than half of all members of the Audit Committee:

- (1) Disclosure of financial reports and financial information in periodic reports, as well as internal control evaluation reports;
- (2) Engagement or dismissal of the accounting firm conducting audit services for the Company;
- (3) Appointment or dismissal of the chief financial officer of the Company;
- (4) Changes in accounting policies, estimates, or correction of significant accounting errors due to reasons other than changes in accounting standards;
- (5) Other matters stipulated by laws, administrative regulations, the relevant provisions of the securities regulatory commission in the place where the Company's stocks are listed, and the Articles of Association.

### **Chapter 8    Supplementary Provisions**

**Article 38** For the purpose of these Rules, the term "related transaction" includes the "connected transaction" as defined in the Hong Kong Listing Rules, the term "related party" includes the "connected person" as defined in the Hong Kong Listing Rules, the term "relation" includes the "connection" as defined in the Hong Kong Listing Rules; the term "independent Director" has the same meaning as the "independent non-executive director" as defined in the Hong Kong Listing Rules. The meaning of "manager" herein has the same meaning as "general manager" in the Hong Kong Listing Rules, and the meaning of "Manager" is consistent with the meaning of "General Manager" in the Hong Kong Listing Rules.

**Article 39** For the purpose of these Rules, “above” includes the base number, while “over”, “exceeding” does not.

**Article 40** Any matters not covered herein shall be subject to relevant national laws and regulations and the relevant provisions of the Articles of Association. In case of any inconsistency between these Rules and relevant laws and regulations, the relevant provisions of the securities regulatory commission in the place where the Company’s stocks are listed, the business rules of the securities exchange, and the provisions of the Articles of Association, the relevant provisions of the securities regulatory commission in the place where the Company’s stocks are listed, the business rules of the securities exchange, and the Articles of Association shall prevail.

**Article 41** These Rules are formulated by the Board of Directors and approved by the shareholders’ meeting, and shall come into effect and be implemented from the date of the Company’s initial public offering and listing of A-shares on the ChiNext board of the Shenzhen Stock Exchange. From the effective date of these Rules of Procedure for the Board of Directors’ meeting, the original rules of procedure for the Board of Directors’ meeting of the Company shall automatically become invalid.

**Article 42** The interpretation of these Rules shall be the responsibility of the Board of Directors.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

# **SHENZHEN DOBOT CORP LTD**

## **Policy for Independent Directors (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

**SHENZHEN DOBOT CORP LTD****Policy for Independent Directors (Draft)****Chapter 1 General Provisions**

**Article 1** In order to further improve the corporate governance structure of SHENZHEN DOBOT CORP LTD (“**the Company**”), promote the regular operation of the Company, and better safeguard the interests of the Company and its shareholders, the Policy for Independent Directors are hereby formulated according to the actual situation of the Company in accordance with the Company Law of the People’s Republic of China (“**Company Law**”), the Administrative Measures for the Independent Directors of Listed Companies (“**Administrative Measures**”), the Code of Corporate Governance for Listed Companies, the Shenzhen Stock Exchange ChiNext Stock Listing Rules, the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**HKEX Listing Rules**”), as well as the Articles of Association of SHENZHEN DOBOT CORP LTD (“**Articles of Association**”).

**Article 2** Independent directors refer to directors who do not hold any other positions in the Company besides that of director, and have no direct or indirect interests in the Company, its major shareholders, or its actual controller, nor any other relationships that might affect their ability to make independent and objective judgments. The qualifications for independent directors shall be subject to the requirements of the HKEX Listing Rules and the Administrative Measures, as well as the approval of relevant regulatory authorities (if necessary).

Independent directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, actual controllers, or other entities or individuals.

**Article 3** There shall be at least three independent directors among the members of the board of directors of the Company, including at least one accounting professional. The proportion of Independent directors on the board shall not be less than one-third. At least one Independent directors shall be ordinarily resident in Hong Kong.

The members of the Audit Committee of the Company shall be directors who do not serve as officers in the Company, with more than half thereof being Independent directors, and the accounting professionals among the independent directors serving as the convener (chairperson). The independent directors shall constitute the majority of the Nomination Committee and the Remuneration and Assessment Committee and shall serve as their conveners (chairpersons).

Those who are nominated as candidates for independent directors in their capacity as accounting professionals shall possess considerable professional accounting knowledge and experience, meet the requirements of the HKEX Listing Rules regarding appropriate professional qualifications or appropriate accounting or related financial management expertise, and satisfy at least one of the following conditions:

- (1) Having the qualification to practice as a certified public accountant;
- (2) Having a senior professional title, associate professor or above, or doctoral degree in accounting, auditing or financial management;
- (3) Having a senior professional title in economic management and more than 5 years of full-time work experience in professional positions such as accounting, auditing, or financial management.

**Article 4** An independent director shall, in principle, serve as independent director in no more than three domestic listed companies (including the Company), and shall ensure sufficient time and energy to effectively perform the duties of independent directors.

**Article 5** If at any time the number and proportion of independent directors on the Board of Directors of the Company or any sub committee thereunder fails to meet the requirements of the Administrative Measures and the HKEX Listing Rules, the Company shall, as soon as possible but within no more than sixty days from the date of occurrence of the aforementioned circumstances, fill the vacancies for independent directors to restore compliance with the relevant requirements.

## **Chapter 2 Qualifications for Independent Directors**

**Article 6** To serve as an independent director, the following basic conditions shall be met:

- (1) Possessing the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's stocks are listed, and other relevant provisions;
- (2) Meeting the independence requirements as set forth in Article 7 and the HKEX Listing Rules;
- (3) Possessing basic knowledge of the operation of listed companies and being familiar with relevant laws, administrative regulations, rules, and regulations;
- (4) Having at least five years of work experience as necessary for performing the duties of an independent director in fields such as law, accounting, economics, or others;

- (5) Possessing good personal character and no adverse records such as significant dishonesty, including:
  1. Having received administrative penalties from the China Securities Regulatory Commission (“CSRC”) or criminal penalties from judicial authorities for securities or futures violations in the last 36 months;
  2. Being under investigation by the CSRC or judicial authorities for suspected securities or futures violations without a definitive conclusion;
  3. Having received public criticism from a stock exchange or more than three notices of criticism in the last 36 months;
  4. Adverse records such as significant dishonesty;
  5. Having been removed from the position of independent director in a previous role at the request of the board of directors by the shareholders’ meeting due to failing to attend board meetings in person twice consecutively without delegating another independent director, within less than twelve months;
  6. Other circumstances identified by the stock exchange where the Company’s stocks are listed;
- (6) Other conditions required by laws, administrative regulations, regulations of the China Securities Regulatory Commission (“CSRC”), business rules of stock exchanges, listing rules and relevant regulations of the stock exchange where the Company’s stocks are listed, and the Articles of Association.

**Article 7** Independent directors shall maintain independence, and shall not be any of the following persons:

- (1) Personnel working in the Company or its subsidiaries, and their immediate family members or major social relationships (immediate family members refer to spouses, parents, children, etc.; major social relationships refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children’s spouses, etc., the same below);
- (2) Individual shareholders who directly or indirectly hold 1% or more of the Company’s issued shares or are among the top ten shareholders of the Company, and their immediate family members;
- (3) Persons holding positions in corporate shareholder that directly or indirectly hold 5% or more of the Company’s issued shares or among the Company’s top five corporate shareholder, and their immediate family members;

- (4) Persons holding positions in subsidiaries of the Company's controlling shareholder or actual controller, and their immediate family members;
- (5) Persons with material business dealings with the Company, its controlling shareholder, actual controller, or their respective subsidiaries, or persons holding positions in units with material business dealings with the Company or their controlling shareholders or actual controllers;
- (6) Persons providing financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholder, actual controller, or their respective subsidiaries, including but not limited to all project team members, review personnel at various levels, signatories to reports, partners, directors, officers, and key personnel of the intermediary institutions providing such services;
- (7) Persons who have fallen under any of the circumstances described in the preceding six items within the last twelve months;
- (8) Other conditions specified by laws, administrative regulations, regulations of the China Securities Regulatory Commission, business rules of securities exchanges, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association that indicate a lack of independence.

Independent directors shall conduct an annual self-assessment of their independence status and submit the findings to the board of directors. The board of directors shall evaluate the independence of the incumbent independent directors annually and issue special opinions, which shall be disclosed together with the annual report.

**Article 8** Upon appointment, an independent director shall submit a confirmation of independence to the Company.

If, after appointment, any new circumstances or changes occur that might affect the independence of an independent director, the independent director shall notify the Company and HKEX as soon as practicable. All independent directors shall annually confirm their independence in writing to the Company. The company shall annually confirm in its annual report whether it has received such confirmations and whether it still considers the relevant independent directors to be independent.

### **Chapter 3 Nomination, Election and Appointment/Removal of Independent Directors**

**Article 9** Candidates for independent director may be nominated by the board of directors, or by the shareholders individually or jointly holding 1% or more of the Company's issued shares ("**nominator**"), and shall be elected by resolution of the shareholders' meeting.

Investor protection agencies established in accordance with the law may publicly request shareholders to entrust them with the right to nominate independent directors on their behalf.

Nominators specified in the first paragraph shall not nominate any persons who have an interest relationship with them or other close associates who may potentially affect their ability to perform duties independently as candidates for Independent directors.

The Nomination Committee under the board of directors shall review the qualifications of the nominated persons and give a clear review opinion.

**Article 10** The nominator of Independent directors shall obtain the consent of the nominee before nomination. The nominator shall fully understand the basic information of the nominee's occupation, education, professional title, detailed work experience, all part-time jobs, and whether there are any adverse records such as significant dishonesty, and express opinions on whether they meet the requirements of independence and other conditions for serving as an independent director. The nominee shall make a public statement regarding their eligibility for independence and other conditions for serving as an independent director.

The Company shall disclose relevant information in accordance with the provisions of these Rules before the shareholders' meeting for electing independent directors, and submit all relevant materials of the candidates for independent director to the Shenzhen Stock Exchange. The submitted materials shall be true, accurate, and complete. If the Stock Exchange raises any objections, the Company shall not submit them to the shareholders' meeting for election.

When issuing a notice to convene a shareholders' meeting for election of independent directors, relevant materials of the candidates for independent directors shall be disclosed in an appropriate form in accordance with the law and other rules applicable to the Company (including but not limited to nominator's statements, candidate's statements, resumes of independent directors).

Before the shareholders' meeting for electing independent directors is held, the convener of the meeting shall notify all shareholders of the above information, as well as the information required to be disclosed under the securities regulatory rules of the place where the Company's stocks are listed.

**Article 11** Where two or more independent directors are to be elected at the shareholders' meeting, a cumulative voting system shall be implemented. When electing directors at the shareholders' meeting, the voting for independent directors and non-independent directors shall be conducted separately. The voting results of medium and small shareholders shall be counted separately and disclosed.

**Article 12** The term of office for independent directors shall be the same as that for other directors of the Company. Upon expiration of their term, they may stand for re-election if eligible, provided that their consecutive service as an independent director

shall not exceed six years. If an individual has served as an independent director of the Company for six consecutive years, he/she shall not be nominated as a candidate for independent director of the Company within thirty-six months from the date such fact occurs.

**Article 13** The Company may remove an independent directors from his/her position in accordance with legal procedures prior to the expiration of his/her term of office. If an independent director is removed before the expiration of his/her term of office, the Company shall promptly disclose the specific reasons and basis for the removal. If the independent director has any objection, the listed company shall promptly disclose such objection.

If an independent director no longer meets the qualifications stipulated in Item 1 or Item 2 of Article 6 of these Rules, he/she shall immediately cease performing his/her duties and resign from his/her position. If he/she fails to resign, the Board of Directors shall, upon becoming aware or being deemed to be aware of such fact, immediately remove him/her from their position in accordance with the regulations.

If an independent director resigns or is dismissed from his/her position due to the circumstances specified in the preceding paragraph, resulting in the proportion of independent directors on the board of directors or any of its sub committee not meeting the provisions of these Rules or the Articles of Association, or if there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within sixty days from the date of such occurrence.

**Article 14** Independent directors may resign before the expiration of their term of office. Resigning independent directors shall submit a written resignation report to the board of directors, explaining any circumstances related to their resignation or deemed necessary to draw the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of independent directors and the matters of concern.

If the resignation of an independent director would cause the proportion of independent directors on the Board of Directors or its sub committees to fall below that required in these Rules or the Articles of Association, or result in a lack of an accounting professional among the independent directors, the independent director intending to resign shall continue to perform his/her duties until the date a new independent director is appointed. The Company shall complete a by-election within sixty days from the date the independent director tenders their resignation.

#### **Chapter 4 Duties and Responsibilities of Independent Directors**

**Article 15** Independent directors have a duty of good faith and diligence towards the Company and all shareholders.

Independent directors shall conscientiously fulfill their duties, play a role in decision-making, supervising and balancing, and offering professional advice in the board of directors, safeguard the overall interests of the Company, and protect the

legitimate rights and interests of small and medium-sized shareholders in accordance with relevant laws, regulations, listing rules and regulations of the stock exchange where the Company's stocks are listed, and the requirements of the Articles of Association.

If independent directors discover that any matter under consideration affects their independence, they shall declare it to the Company and abstain from voting. If, during their term of office, a situation arises that significantly affects their independence, they shall promptly notify the company, propose remedial measures, and resign if necessary.

**Article 16** Independent directors shall perform the following duties:

- (1) To participate in board decision-making and express clear opinions on the matters discussed;
- (2) To supervise matters involving potential significant conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or officers as listed in Article 23, 26, 27, and 28 of these Rules, ensuring that the Board's decisions align with the overall interests of the Company and protecting the legitimate rights and interests of medium and small shareholders;
- (3) To provide professional and objective advice on the Company's business development, contributing to enhancing the Board's decision-making quality;
- (4) Other duties and responsibilities stipulated by laws, administrative regulations, regulations of the China Securities Regulatory Commission, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

**Article 17** In addition to the powers granted to directors by laws, administrative regulations, securities regulatory rules of the stock exchange where the Company's stocks are listed, and the Articles of Association, independent directors shall exercise the following special powers:

- (1) To independently engage intermediary institutions to audit, advise on, or verify specific matters of the Company;
- (2) To propose to convene an extraordinary shareholders' meeting to the board of directors;
- (3) To propose to convene a board meeting;
- (4) To publicly solicit shareholder rights from shareholders in accordance with the law;
- (5) To express independent opinions on matters that may harm the rights and interests of the Company or small and medium-sized shareholders;

- (6) Other powers stipulated by laws, administrative regulations, regulations of the China Securities Regulatory Commission, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

The exercise of the powers listed in items (a) through (c) of the preceding paragraph by an independent director shall be subject to the consent of a majority of all independent directors.

If independent directors exercise the powers listed in the first paragraph, the Company shall disclose it in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company shall disclose specific circumstances and reasons.

**Article 18** If an independent director expresses independent opinions, the opinions expressed shall be clear and concise, and shall at least include the following:

- (1) Basic information about the material matter;
- (2) The basis for the opinion, including the procedures followed, documents reviewed, content of on-site inspections, etc.;
- (3) The legality and compliance of major matters;
- (4) The impact on the rights and interests of the Company and small and medium-sized shareholders, potential risks, and whether the measures taken by the Company are effective;
- (5) The conclusive opinion, including affirmative opinion, qualified opinion with reasons, an adverse opinion with reasons, or disclaimer of opinion with obstacles.

Independent directors shall sign for the independent opinions issued, and promptly report on the opinions to the board of directors, and disclose them together with relevant company announcements.

**Article 19** Independent directors shall attend Board meetings in person. If unable to attend a meeting in person for any reason, the independent director shall review the meeting materials in advance to form a clear opinion, and appoint another independent director in writing as a proxy to attend on his/her behalf. If an independent director fails to attend Board meetings in person twice consecutively without appointing another independent director as a proxy to attend, the Board of Directors shall, within thirty days of such fact occurring, propose convening a shareholders' meeting to remove that independent director.

**Article 20** Prior to the board meeting, independent directors may communicate with the board secretary to inquire about the matters to be deliberated, request supplementary materials, and provide opinions and suggestions. The board of directors

and relevant personnel shall carefully study the questions, requirements, and opinions raised by independent directors, and promptly provide feedback to them on the implementation of revisions to proposals.

**Article 21** If independent directors vote against or abstain from voting on a board meeting proposal, they shall explain the specific reasons and basis, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and small and medium-sized shareholders. Upon disclosure of board resolutions, the Company shall also disclose the adverse opinions of independent directors and record them in the board resolutions and meeting minutes.

**Article 22** Independent directors shall continuously monitor the implementation of board resolutions related to the matters listed in Articles 23, 26, 27, and 28 of these Rules. If they discover any violations of laws, administrative regulations, regulations of the CSRC, business rules of securities exchanges, and the Articles of Association, or violations of shareholders' meeting and board resolutions, they shall promptly report on them to the board of directors and may request the Company to provide a written explanation. If it involves disclosure matters, the Company shall disclose them in a timely manner.

If the Company fails to make explanations or timely disclosures pursuant to the provisions of the preceding paragraph, independent directors may report on it to the CSRC and the stock exchange.

**Article 23** The following matters shall be submitted to the board of directors for consideration after obtaining the consent of more than half of all independent directors of the Company:

- (1) Related transactions required to be disclosed;
- (2) Proposals by the Company or related parties to change or waive commitments;
- (3) The decisions and measures taken by the board of directors of the Company in response to the acquisition;
- (4) Other matters stipulated by laws, administrative regulations, regulations of the CSRC, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

**Article 24** The Company shall hold regular or ad hoc meetings composed entirely of independent directors ("**special meetings of independent directors**"). The matters listed in Article 17, Paragraph 1, Items 1 to 3, and Article 23 of these Rules shall be reviewed by a special meeting of Independent directors.

Special meetings of independent directors may, as needed, study and discuss other matters of the Company.

A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; if the convener fails or is unable to perform their duties, two or more independent directors may convene the meeting on their own and elect a representative to preside.

The Company shall provide facilitation and support for the convening of special meetings of independent directors.

**Article 25** Independent directors shall perform their duties on the sub committees under the Board of Directors of the listed company in accordance with laws, administrative regulations, CSRC regulations, business rules of stock exchange, and the Articles of Association. Independent directors shall attend the meetings of sub committees in person. If unable to attend a meeting in person for any reason, the independent director shall review the meeting materials in advance to form a clear opinion, and appoint another independent director in writing as a proxy to attend on his/her behalf. If, during the performance of his/her duties, an independent director becomes aware of a material matter of the listed company falling within the duties and responsibilities of a sub committee, he/she may, in accordance with the procedures, promptly request that the sub committee discuss and deliberate on such matter.

**Article 26** The Audit Committee under the Board of Directors of the Company is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board of Directors for deliberation upon consent of more than half of all members of the Audit Committee:

- (1) Disclosure of financial reports and financial information in periodic reports, as well as internal control evaluation reports;
- (2) Engagement or dismissal of the accounting firm conducting audit services for the Company;
- (3) Appointment or dismissal of the chief financial officer of the Company;
- (4) Changes in accounting policies, estimates, or correction of major accounting errors due to reasons other than changes in accounting standards;
- (5) Other matters stipulated by laws, administrative regulations, regulations of the CSRC, business rules of securities exchanges, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

The audit committee shall hold at least one meeting every quarter. If two or more members propose or the convener deems it necessary, an extraordinary meeting may be convened. A meeting of the Audit Committee requires the attendance of at least two-thirds of its members to be held.

**Article 27** The Nomination Committee of the Board of Directors of the Company is responsible for formulating the selection criteria and procedures for directors and officers, selecting and reviewing candidates for directors and officers and their qualifications, and making suggestions to the Board of Directors on the following matters:

- (1) Nomination or appointment of directors;
- (2) Appointment or dismissal of officers;
- (3) Other matters stipulated by laws, administrative regulations, regulations of the CSRC, business rules of securities exchanges, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

If the Board of Directors does not adopt or does not fully adopt the suggestions of the Nomination Committee, it shall record the Nomination Committee's opinions and the specific reasons for not adopting them in the Board resolution and disclose such information.

**Article 28** The Remuneration and Assessment Committee of the Board of Directors of the Company is responsible for formulating assessment standards for directors and officers and conducting assessments, formulating and reviewing remuneration policies and plans for directors and officers, and making suggestions to the Board of Directors on the following matters:

- (1) Remuneration of directors and officers;
- (2) Formulating or modifying equity incentive plans and employee stock ownership plans, and benefits granted to incentive recipients and the fulfillment of conditions for exercising rights;
- (3) Arrangements for directors and officers to hold shares in subsidiaries to be spun off;
- (4) Other matters stipulated by laws, administrative regulations, regulations of the China Securities Regulatory Commission, business rules of securities exchanges, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association.

If the Board of Directors does not adopt or does not fully adopt the suggestions of the Remuneration and Assessment Committee, it shall record the Remuneration and Assessment Committee's opinions and the specific reasons for not adopting them in the Board resolution and disclose such information.

**Article 29** Independent directors shall work on-site at the Company for no less than fifteen days per year.

In addition to attending shareholders' meetings, meetings of the Board and its sub committee, and special meetings of independent directors as required, Independent directors may perform their duties through various means, such as regularly obtaining information on the operations of the Company, hearing management reports, communicating with the head of the internal audit department and intermediary institutions such as accounting firms that undertake the Company's audit business, conducting on-site inspections, and communicating with medium and small shareholders.

**Article 30** The board of directors of the listed company, its sub committees, and special meetings of independent directors shall prepare meeting minutes as required, and the opinions of independent directors shall be recorded in the meeting minutes. Independent directors shall sign for the meeting minutes.

Independent directors shall create work records, detailing their performance of duties. Materials obtained by independent directors during the performance of their duties, relevant meeting minutes, records of communications with the Company and staff of intermediary institutions, etc., shall constitute part of the work records. For important content in the work records, independent directors may request the Board Secretary and other relevant personnel to sign for confirmation, and the Company and relevant personnel shall cooperate.

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

**Article 31** The Company shall establish a sound communication mechanism between independent directors and small and medium-sized shareholders. Independent directors may verify with the Company in a timely manner any questions raised by investors.

**Article 32** Independent directors shall fulfill their duties as directors in accordance with the law, fully understand the Company's business operations and the topics of board meetings, and safeguard the interests of the Company and all shareholders, particularly the legitimate rights and interests of small and medium-sized shareholders. If there is a conflict between shareholders or directors of the Company that has a significant impact on the Company's operation and management, independent directors shall actively fulfill their duties to safeguard the overall interests of the Company.

**Article 33** In any of the following circumstances, independent directors shall promptly report to the stock exchange:

- (1) Being removed by the Company, where they consider the reason for removal to be unjustified;
- (2) Resigning due to circumstances where the Company hinders the independent directors from lawfully exercising their powers;

- (3) The materials for the board meeting are incomplete or the rationale provided is insufficient, and a written proposal by two or more independent directors to postpone the board meeting or the deliberation of related matters is not adopted;
- (4) The board of directors fails to take effective measures after their reporting to the board of directors any suspected illegal or non-compliant conduct of the Company or its directors or officers;
- (5) Other circumstances that seriously impede independent directors from fulfilling their duties.

**Article 34** Independent directors shall submit a work report to the annual shareholders' meeting of the Company, which shall be disclosed at the latest when the Company issues the notice of the annual shareholders' meeting. The work report shall include the following:

- (1) The manner and frequency of attendance and voting at board meetings and the frequency of attendance at shareholders' meetings throughout the year;
- (2) Participation in the work of sub committees of the board of directors and special meetings of independent directors;
- (3) The status of deliberation on the matters stipulated in Articles 23, 26, 27, and 28 of these Rules and exercise of the special powers of independent directors as stipulated in Article 17, Paragraph 1 of these Rules;
- (4) Major matters, methods, and results of communication with internal audit institutions and the accounting firm engaged for the Company's audit regarding the Company's financial and business conditions;
- (5) Communication and exchange with small and medium-sized investors;
- (6) The time spent, content, and details of on-site work at the Company;
- (7) Other circumstances related to the performance of duties.

#### **Chapter 5 Performance Guarantee**

**Article 35** The Company shall provide necessary working conditions and personnel support for independent directors to perform their duties, designating specialized departments and personnel such as the board office and board secretary to assist independent directors in performing their duties.

The Board Secretary shall ensure smooth communication of information between independent directors and other directors, officers, and other relevant personnel, ensuring that independent directors have access to sufficient resources and necessary professional advice when performing their duties.

**Article 36** The Company shall ensure that independent directors have the same right to information as other directors. To ensure the effective exercise of powers by independent directors, the Company shall regularly brief them on the Company's operations, provide information, and organize or cooperate with independent directors in conducting site visits and other activities.

Before any major and complex matters are considered by the board, the Company may organize independent directors to participate in research and demonstration processes, fully solicit their opinions, and promptly provide feedback on the adoption of their opinions.

**Article 37** The Company shall dispatch notices for board meetings to independent directors in a timely manner, provide relevant meeting materials no later than the deadline for board meeting notification stipulated by laws, administrative regulations, CSRC regulations, or Articles of Association, and provide effective communication channels for independent directors. When a sub committee of the board of directors convenes a meeting, the listed company shall, in principle, provide relevant materials and information no later than three days before the sub committee meeting. The Company shall retain such meeting materials for at least ten years.

If two or more independent directors believe the meeting materials incomplete, insufficiently reasoned, or provided untimely, they may propose in writing to the board to postpone the meeting or the deliberation of the matter, and the board shall adopt such proposal.

Board and sub committee meetings shall, in principle, be held on-site. Such meetings may be held via video, telephone, or other means in accordance with procedures when necessary, provided that all attending directors can fully communicate and express their opinions.

**Article 38** Relevant personnel of the Company such as the directors and officers shall cooperate with the independent directors in exercising their powers, and shall not withhold, obstruct or conceal any relevant information, nor interfere with their independent exercise of powers.

If independent directors encounter obstacles in exercising their powers in accordance with the law, they may brief on the situation to the board of directors, request cooperation from relevant personnel such as directors and officers, and record the specific circumstances and solutions of the obstacles in their work records; if the obstacles persist, they may report to the CSRC and the stock exchange.

If matters related to the performance of duties by Independent directors involve information that shall be disclosed, the Company shall handle the disclosure thereof in a timely manner; if the Company fails to disclose, the Independent directors may directly apply for such disclosure or report on it to the CSRC and the stock exchange.

**Article 39** Expenses for engaging intermediary institutions necessary for Independent directors to exercise their powers, as well as other expenses required during the exercise of their powers, shall be borne by the Company.

**Article 40** The Company may establish an independent director liability insurance system to mitigate the risks that may arise from the normal performance of duties by Independent directors.

**Article 41** The Company shall provide appropriate remuneration to Independent directors. The remuneration standard for Independent directors shall be proposed by the board, approved by the shareholders' meeting, and disclosed in the Company's annual report.

Apart from the such remuneration, Independent directors shall not receive any additional, undisclosed benefits from the Company, its major shareholders, or interested entities or persons.

**Article 42** If an independent director resigns or his term of office expires, his obligations to the Company and shareholders shall not be automatically discharged during the period before their resignation report takes effect or within a reasonable period thereafter. His obligation to maintain the confidentiality of the Company's trade secrets shall survive such resignation or the expiration of his term office until such secrets become in the public domain.

**Article 43** Independent directors whose term of office has not yet ended shall be liable for any losses incurred by the Company due to their unauthorized quit.

**Article 44** Independent directors shall, from time to time, make a written confirmation regarding their independence with respect to the factors listed in Rule 3.13 of the HKEX Listing Rules. If, after making such written confirmation, there is any change in circumstances that may affect their independence, the relevant independent director shall notify the HKEX of such change as soon as reasonably practicable.

## Chapter 6 Supplementary Provisions

**Article 45** Any matters not covered in these Rules shall be subject to relevant national laws and regulations, relevant provisions of the China Securities Regulatory Commission (CSRC), securities regulatory rules of the place where the Company's stocks are listed, and relevant provisions of the Articles of Association. In case of any inconsistency between these Rules and relevant laws and regulations, the laws and regulations, relevant provisions of the CSRC, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association shall prevail.

**Article 46** Unless otherwise specified, the terms used herein shall have the same meaning as those in the Articles of Association.

**Article 47** Unless otherwise provided for in these Rules or the context requires otherwise, the terms “above” and “higher than” used herein include the base number; the terms “exceeding,” “more than,” and “lower than” exclude the base number.

For the purpose of these Rules, the term “independent director” shall have the same meaning as the “independent non-executive director” as defined in the HKEX Listing Rules. Independent directors shall also comply with other independence requirements as required by the HKEX Listing Rules, the rules of the Shenzhen Stock Exchange, and the securities regulatory rules of the place where the Company’s stocks are listed.

**Article 48** These Rules, reviewed and approved by the board of directors, shall take effect and be implemented from the date of the Company’s initial public offering of A-shares and listing on the ChiNext Board of the Shenzhen Stock Exchange. Upon implementation of these Rules, the Company’s original “Policy for Independent Non-executive Directors” shall automatically cease to be effective.

**Article 49** These Rules shall be drafted by the board of directors when revised and take effect upon approval by the shareholders’ meeting. The right of interpretation of these Rules is vested in the board of directors of the Company.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Policy for the Management of Related (Connected) Party Transactions (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

## SHENZHEN DOBOT CORP LTD

**Policy for the Management of Related (Connected)  
Party Transactions (Draft)****Chapter 1 General Provisions**

**Article 1** In order to improve the governance e structure of SHENZHEN DOBOT CORP LTD (the “**Company**”), regulate related transactions, and safeguard the overall interests of the Company and shareholders, these Regulations are formulated in accordance with laws and regulations such as the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Shenzhen Stock Exchange ChiNext Stock Listing Rules (the “**ChiNext Stock Listing Rules**”), the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext), the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 7 – Transactions and Related Transactions, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), as well as the Articles of Association of SHENZHEN DOBOT CORP LTD (the “**Articles of Association**”).

Unless otherwise specified in these Regulations, the term “related transactions” includes both “related transactions” under the ChiNext Stock Listing Rules and the “connected transactions” under the Hong Kong Listing Rules; any reference to “Affiliates” includes both “Affiliates” under the ChiNext Stock Listing Rules and “connected persons” under the Hong Kong Listing Rules; The meaning of “manager” herein has the same meaning as “general manager” in the Hong Kong Listing Rules. For the purpose of these Rules, the meaning of “Manager” is consistent with the meaning of “General Manager” in the Hong Kong Listing Rules.

The disclosure and decision-making procedures for related transactions of the Company shall comply with the provisions of the ChiNext Stock Listing Rules, these Regulations, and the Hong Kong Listing Rules. If there is any inconsistency between the laws, regulations or listing rules of the two places, the stricter ones shall prevail.

**Article 2** Related transactions shall comply with relevant laws and regulations, and adhere to the principles of compliance, integrity, fairness, openness, impartiality, equality, and voluntariness.

**Article 3** These Regulations shall be binding on and abided by the shareholders, directors, and officers of the Company.

**Article 4** Related transactions between the Company and its affiliates shall be formalized through written agreements. The conclusion of such agreements shall follow the principles of equality, voluntariness, equivalence, and compensation, and the content of the agreements shall be definite, specific, and enforceable. The Company shall disclose matters concerning the conclusion, amendment, termination, and performance status of such related transaction agreements in accordance with the securities regulatory rules of the place where the Company’s stocks are listed.

**Article 5** Related transactions shall follow the principles of fairness, impartiality, and openness. Related transactions shall have commercial substance, and prices shall be fair. In principle, they shall not deviate from the prices or fee rates of independent third parties in the market. The Company shall fully disclose the pricing basis of related transactions that shall be disclosed in accordance with the securities regulatory rules of the place where the Company's stocks are listed.

## Chapter 2 Definition of Affiliates

**Article 6** The affiliates of the Company include affiliated legal entities and affiliated natural persons as defined in the ChiNext Stock Listing Rules, as well as connected persons as defined in the Hong Kong Listing Rules.

**Article 7** According to the ChiNext Stock Listing Rules, a legal entity or other organization that falls under any of the following circumstances shall be considered an affiliated legal entity of the Company:

- (1) Legal entities or other organizations that directly or indirectly control the Company;
- (2) Legal entities or other organizations, other than the Company and its controlled subsidiaries, that are directly or indirectly controlled by the party specified in item (1) of this Article;
- (3) Legal entities or other organizations, other than the Company and its controlled subsidiaries, that are directly or indirectly controlled by the related natural persons listed in Article 9 of these Regulations, or in which such related natural persons serve as directors (excluding independent directors who are also directors of both parties) or officers;
- (4) Legal entities or other organizations holding 5% or more of the Company's shares, and their persons acting in concert;
- (5) Other legal entities or other organizations identified by the China Securities Regulatory Commission ("CRSC"), the stock exchange where the Company's stocks are listed, or the Company based on the principle of substance over form as having a special relationship with the Company that may cause the Company's interests being tilted in their favor.

**Article 8** If the Company and a legal entity specified in Article 7, Item (2) of these Regulations are controlled by the same state-owned asset management institution, they shall not be deemed to have formed a related relationship solely for this reason, except where its legal representative, chairperson, manager, or more than half of their directors concurrently serve as directors or officers of the Company.

**Article 9** According to the ChiNext Stock Listing Rules, natural persons falling under any of the following circumstances are considered related natural persons of the Company:

- (1) Natural persons who directly or indirectly hold 5% or more of the Company's shares;
- (2) Directors and officers of the Company;
- (3) Directors, supervisors (if any), and officers of the affiliated legal entities listed in Article 7 Items (1) of these Regulations;
- (4) Close family members of the persons mentioned in Items (1) to (3) of this Article include: spouse, parents, spouse's parents, siblings and their spouses, children over the age of 18 and their spouses, spouse's siblings, and parents of children's spouses;
- (5) Other natural persons identified by the China Securities Regulatory Commission ("CRSC"), the stock exchange where the Company's stocks are listed, or the Company based on the principle of substance over form as having a special relationship with the Company that may cause the Company's interests being tilted in their favor.

**Article 10** According to the ChiNext Stock Listing Rules, a legal entity or other natural person that falls under any of the following circumstances shall be considered an affiliate of the Company:

- (1) Those who, due to signing an agreement or making arrangements with the Company or its affiliates, fall under any of the circumstances specified in Article 7 or Article 9 of these Regulations after such agreement or arrangement takes effect, or within the next twelve months;
- (2) Those who, within the past twelve months, have fallen under any of the circumstances specified in Article 7 or Article 9 of these Regulations.

**Article 11** According to the Hong Kong Listing Rules, the connected persons of the Company refer to:

- (1) Directors, top executives, or "major shareholders" of the Company or any of its "subsidiaries";
- (2) Persons who have served as directors of the Company or any of its' subsidiaries' within the past 12 months;
- (3) Supervisors of the Company or any of its "subsidiaries" (if any);

- (4) Any “associate” of the above-mentioned persons:
1. In respect of an individual, “associate” includes:
    - (1) Spouse of connected persons;
    - (2) Any child (natural or adopted) or step-child of that person or his/her spouse under 18 years of age (each an “**immediate family member**”);
    - (3) any trustee (other than a trustee under an employees’ share scheme or a pension scheme which is not a discretionary trust where the connected person’s aggregate interest is less than 30%) of any trust in which that person, his/her immediate family members or any of them is a beneficiary or (if the trust is a discretionary trust) is, to his/her knowledge, an object of the discretionary trust (a “**trustee**”);
    - (4) any 30%-controlled company which is directly or indirectly controlled (individually or jointly) by that person, his/her immediate family members and/or a trustee, or any subsidiary of that company;
    - (5) any person who cohabit with the connected person as if they were spouses, or their children, step children, parents, step parents, brothers, sisters, step brothers or step sisters (each a “**family member**”);
    - (6) any company in which a family member (individually or jointly) or a family member together with the connected person, his/her immediate family members and/or a trustee has a controlling interest, or any subsidiary of that company;
    - (7) parents of the spouse, spouses of children, siblings of the spouse, grandparents, grandchildren, parents’ siblings and their spouses, cousins, and children of siblings of the connected persons referred to in Article 11(1) to (3) (each a “**relative**”);
    - (8) any company in which a relative (individually or jointly) or a relative together with the connected person referred to in Article 11(1) to (3), a trustee, his/her immediate family members and/or family members has a controlling interest, or any subsidiary of that company which is controlling; or
    - (9) where the relationship between that person and the connected person is such that, in the opinion of the Hong Kong Stock

Exchange, the proposed transaction should be subject to the connected transaction rules.

2. In respect of a legal entity, “associate” includes:
    - (1) any subsidiary or holding company of that company, or any fellow subsidiary of that holding company;
    - (2) any trustee of any trust in which that company is a beneficiary, or (if the trust is a discretionary trust) is, to its knowledge, an object of the discretionary trust;
    - (3) any 30%-controlled company which is directly or indirectly controlled by that company, any other company referred to in item (1) above and/or the trustee referred to in item (2) above in its capacity as trustee (individually or jointly), or any subsidiary of such 30%-controlled company; and
  3. An “associate” of a person includes any partner of a partnership or contractual joint venture company (whether or not the joint venture company is a separate legal entity) where: (1) that person (individual), his immediate family members and/or a trustee; or (2) that person (corporation), any of its subsidiaries, holding company or fellow subsidiaries of its holding company and/or a trustee, individually or together, directly or indirectly hold an interest of 30% or more in the contributed capital or assets of the joint venture company, or entitlements to profits or other earnings of the joint venture company under the contract (or such other percentage as may be prescribed by Chinese law which triggers a mandatory public offer or is the amount required to establish legal or management control over the enterprise).
  4. Any person or entity that has entered into (or intends to enter into) any agreement, arrangement, understanding or undertaking (whether formal or informal, express or implied) with a primary connected person in respect of the relevant transaction, and in the opinion of the Hong Kong Stock Exchange, such person or entity should be regarded as a connected person in relation to that transaction.
  5. Other individuals and legal entities identified as “associates” in accordance with the Hong Kong Listing Rules.
- (5) A “connected subsidiary” means: (1) a non-wholly owned subsidiary of the Company where connected persons at the company level can exercise 10% or more of the voting power, individually or collectively, at a general meeting of such subsidiary; the 10% level excludes any indirect interest held by such connected persons in the subsidiary through the company; or (2) any subsidiary of a non-wholly owned subsidiary described in paragraph (1) above.

- (6) Any person identified by The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) as a connected person, or other connected persons as prescribed from time to time in the Hong Kong Listing Rules.
- (7) The Hong Kong Stock Exchange generally does not regard a government body of China as a connected person of a listed issuer. For the purposes of the Hong Kong Listing Rules, a government body of China includes, but is not limited to, the Central Government of China; and the provincial governments and their subordinate governments and their respective government authorities, agencies and offices (as defined in Rule 19A.04 of the Hong Kong Listing Rules).

In accordance with the provisions of the Hong Kong Listing Rules, the terms marked in quotation marks in these Regulations have the meanings described in the Hong Kong Listing Rules.

**Article 12** Directors, officers, shareholders holding more than 5% of the shares, their persons acting in concert, and actual controllers of the Company shall promptly submit a list of affiliates and an explanation of their related relationships to the board of directors, and the Company shall be responsible for the registration and management of such information.

### Chapter 3 Definition of Related Transactions

**Article 13** According to the ChiNext Stock Listing Rules, related transactions refer to matters between the Company and its holding subsidiaries (including wholly-owned subsidiaries, the same below) and the Company’s affiliates that involve the transfer or potential transfer of resources or obligations, including the following transactions:

- (1) Purchase or sale of assets;
- (2) Outward investment (including entrusted wealth management, investment in subsidiaries, etc., excluding the establishment or capital increase of wholly-owned subsidiaries);
- (3) Provision of financial support (including entrusted loans);
- (4) Provision of guarantees (referring to guarantees provided by the Company for others, including guarantees for holding subsidiaries);
- (5) Lease-in or lease-out of assets;
- (6) Signing of management contracts (including entrusted management, fiduciary management, etc.);
- (7) Gifting or acceptance of assets;

- (8) Claim or debt restructuring;
- (9) Transfer of research and development projects;
- (10) Signing of licensing agreements;
- (11) Waiver of rights (including waiver of pre-emptive rights, pre-emptive subscription rights, etc.);
- (12) Purchase of raw materials, fuel, power;
- (13) Sale of products, goods;
- (14) Provision or acceptance of services;
- (15) Entrustment or fiduciary sales;
- (16) Joint investment between connected parties;
- (17) Other matters that may result in the transfer of resources or obligations through agreements;
- (18) Other matters that laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where Company's stocks 's shares are listed deem as related transactions.

**Article 14** According to the Hong Kong Listing Rules, the Company's connected transactions refer to any transaction between the Company and a connected person (including one-off connected transactions and "continuing connected transactions"), or any transaction with an independent third party involving the "acquisition of an interest in the Company", or any transaction involving "the provision or acceptance of financial support by a jointly controlled entity".

#### **Chapter 4 Deliberation Procedure for Related Transactions**

**Article 15** Transactions between the Company and its Affiliates (excluding the provision of guarantees and financial support) that meet any of the following criteria shall, upon the consent of more than half of all independent directors, be submitted to the Board of Directors for review and be disclosed in a timely manner:

- (1) Transactions with affiliated natural persons with a transaction amount exceeding 300,000 yuan;
- (2) Transactions with related legal entities where the transaction amount exceeds 3 million yuan, accounting for 0.5% or more of the absolute value of the latest audited net assets of the Company.

**Article 16** For transactions between the Company and its affiliates (excluding the receipt of cash gifts and provision of guarantees by the Company) involving an amount exceeding 30 million yuan, and accounting for more than 5% of the absolute value of the Company's latest audited net assets, in addition to prompt disclosure, the Company shall also engage securities service institutions qualified under the Securities Law to evaluate or audit the transaction subject matter in accordance with the securities regulatory rules of the place where the company's stocks are listed, and submit the transaction to the shareholders' meeting for consideration after review by the Board.

The Company may be exempted from audit or evaluation for the following types of transactions with its affiliates:

- (1) Related transactions related to daily operations;
- (2) Transactions where all parties, including the affiliates, contribute capital in cash, and the equity ratio of each party in the invested entity is determined according to the capital contribution ratio;
- (3) Other circumstances stipulated by the stock exchange of the place where the Company's stocks are listed.

The Company shall, in accordance with the first paragraph, disclose the audit or evaluation report on a related transaction which does not meet the criteria set forth in the first paragraph of this Article, provided that the stock exchange where the Company's stocks are listed deems it necessary.

The following transactions between the Company and its affiliates may be exempt from submission to the shareholders' meeting for consideration as required by the first paragraph of this Article:

- (1) Public tenders or public auctions targeting non-specific parties (excluding restricted methods like invitation for bids), unless the tender or auction makes it difficult to form a fair market price;
- (2) Transactions where the Company unilaterally gains benefits, including receiving donated cash assets, obtaining debt relief, etc.;
- (3) The pricing of the related transaction is stipulated by the state;
- (4) Affiliates provide funds to the Company at an interest rate not higher than the Loan Prime Rate quoted by the People's Bank of China, and the Company provides no corresponding guarantee;
- (5) The Company provides products and services to directors and officers on terms equivalent to those offered to non-affiliates.

**Article 17** If the Company provides a guarantee for an affiliate, it shall be disclosed promptly after approval by the Board of Directors and submitted to the shareholders' meeting for consideration. If the Company provides a guarantee for its controlling shareholder, actual controller, or their affiliates, the controlling shareholder, actual controller, or their related parties shall provide counter-guarantees. If, as a result of a transaction, the guaranteed party becomes an affiliate of the Company, the Company shall, while implementing that transaction or related transaction, fulfill the corresponding review procedures and disclosure obligations for the existing related guarantee.

If the Board of Directors or the shareholders' meeting does not approve the related guarantee matter mentioned in the preceding paragraph, the parties to the transaction shall take effective measures such as early termination of the guarantee.

**Article 18** Related transactions between the Company and Related natural persons or related legal persons that do not qualify for submission to the Board of Directors or shareholders' meeting for review shall be implemented after approval by the Chairman of the Company and submitted to the Board of Directors for filing.

**Article 19** For the connected transactions defined by the Hong Kong Stock Exchange, the Company shall comply with the requirements of the Hong Kong Listing Rules in terms of reporting, announcement, and independent shareholder approval procedures (if applicable) based on the different categories of connected transactions defined by the Hong Kong Stock Exchange in the Hong Kong Listing Rules, namely fully exempted connected transactions, partially exempted connected transactions, and non exempted connected transactions.

**Article 20** According to the ChiNext Stock Listing Rules, the following related transactions occurring within any consecutive twelve-month period shall be subject to the provisions of Article 15 and Article 16 of these Regulations, respectively, based on the principle of cumulative calculation:

- (1) Transactions with the same affiliate;
- (2) Transactions with different affiliates in respect of the same transaction subject matter.

The "same affiliate" above includes other affiliate controlled by the same entity or having an equity control relationship with each other.

Transactions for which obligations have already been fulfilled in accordance with Articles 15 and 16 of these Regulations shall not be included in the relevant aggregation calculation.

**Article 21** According to the Hong Kong Listing Rules, if a series of connected transactions are all completed within a 12-month period or are interconnected, the Hong Kong Stock Exchange has the right to aggregate these transactions and treat them as a single transaction. In such cases, the Company shall comply with the relevant rules applicable to the category of the aggregated connected transactions.

When deciding whether to aggregate connected transactions, the Hong Kong Stock Exchange considers factors including whether the transactions:

1. are entered into with the same party, or with parties which are inter-connected or otherwise associated, for and on behalf of the Company;
2. involve the acquisition or disposal of securities or interests in a particular company or group of companies;
3. involve the acquisition or disposal of parts of an asset; or
4. together result in the Company becoming substantially involved in a business that did not previously form part of the Company's principal business activities.

The Hong Kong Stock Exchange has the right to aggregate all continuing connected transactions entered into with the same connected person to determine the category of the aggregated transactions.

**Article 22** According to the ChiNext Stock Listing Rules, the Company shall not provide financial support to its affiliates, except where providing financial support to an affiliated participating company (excluding entities controlled by the Company's controlling shareholder or actual controller) and where other shareholders of that participating company provide financial support on equivalent terms in proportion to their capital contributions.

Where the Company provides financial support to an affiliated participating company as stipulated in the preceding paragraph, the matter shall not only be approved by more than half of all non-related directors but also be approved by more than two-thirds of the non-related directors attending the Board meeting, and be submitted to the shareholders' meeting for consideration.

For the purpose of this Article, "affiliated participating company" refers to the affiliated legal entities or other organizations in which the Company hold an interest and fall under the definition of "listed company" as specified in Article 7.

**Article 23** In the event of entrusted wealth management between the Company and an affiliate, the transactions shall be calculated based on the quota of entrusted wealth management and aggregated by their type over any consecutive twelve-month period. If the aggregated amount reaches the corresponding standards set forth in Articles 15 or 16 of these Regulations, the relevant provisions of Articles 15 or 16 shall apply.

Transactions for which obligations have already been fulfilled in accordance with the relevant provisions of Articles 15 or 16 of these Regulations shall not be included in the relevant aggregation calculation.

**Article 24** When engaging in daily related transactions with affiliates, the Company shall disclose the same and fulfill review procedures according to the following provisions:

- (1) The Company may reasonably estimate the annual amount of daily related transactions by category, fulfill review procedures, and disclose them; if the actual amount exceeds the estimated amount, it shall re-fulfill the relevant review procedures and disclosure obligations based on the excess amount;
- (2) The annual and semi annual reports of the Company shall summarize and disclose daily connected transactions by category;
- (3) If the term of a daily related transaction agreement signed between the Company and its affiliates exceeds three years, the relevant review procedures and disclosure obligations shall be re fulfilled every three years.

The daily related party transaction agreement shall include at least the main terms such as transaction price, pricing principles and basis, total transaction volume or its determination method, payment method, etc.

**Article 25** Unless otherwise provided for by the securities regulatory rules of the place where the Company's stocks are listed, the Company may be exempted from fulfilling relevant obligations for related transactions when engaging in the following transactions with affiliates:

- (1) Where one party subscribes in cash for the other party's publicly offered shares, corporate bonds, enterprise bonds, convertible corporate bonds, or other derivative varieties thereof;
- (2) Where one party, as a member of the underwriting syndicate, underwrites the other party's publicly offered shares, corporate bonds, enterprise bonds, convertible corporate bonds, or other derivative varieties thereof;
- (3) Where one party receives dividends, bonuses, or remuneration in accordance with the other party's shareholders' meeting resolution;
- (4) Other situations identified by the securities regulatory authorities and stock exchanges in the place where the Company's stocks are listed.

#### **Chapter 5 Voting Procedure for Related Transactions**

**Article 26** When the Board of Directors of the Company considers related transaction matters, related directors shall abstain from voting and shall not act as proxies for other directors in exercising voting rights. Their voting rights shall not be counted in the total number of votes. The Board meeting may be held with the attendance of more than half of the non-related directors, and any resolutions made at the Board meeting shall be approved by more than half of the non-related directors. If the number of non-related

directors attending the Board meeting is less than three, the Company shall refer the transaction to the shareholders' meeting for consideration.

The term "related directors" in the preceding paragraph includes the following directors or directors who fall under any of the following circumstances:

- (1) Being the transaction counterparty;
- (2) Holding a position in the transaction counterparty, or in a legal person or other organization that can directly or indirectly control the transaction counterparty, or in a legal person or other organization directly or indirectly controlled by the transaction counterparty;
- (3) Having direct or indirect control over the counterparty;
- (4) Close family members of the counterparty or its direct or indirect controller;
- (5) Close family members of the directors, supervisors (if any), and officers of the counterparty or its direct or indirect controller;
- (6) Persons identified by the CSRC, the stock exchange where the Company's stocks are listed, or the Company, whose independent business judgment may be affected due to other reasons.

If laws, administrative regulations, departmental rules, normative documents, or the securities regulatory rules of the place where the Company's stocks are listed impose additional restrictions on directors' attendance in Board meetings and voting, those provisions shall prevail.

**Article 27** When the shareholders' meeting of the Company considers related transaction matters, related shareholders shall abstain from voting, with the number of voting shares they represent not being counted in the total valid votes, and they shall not act as proxies for other shareholders in exercising voting rights.

The term "related shareholders" referred to in the preceding paragraph includes the following shareholders or shareholders who fall under any of the following circumstances:

- (1) Being the transaction counterparty;
- (2) Having direct or indirect control over the counterparty;
- (3) Being directly or indirectly controlled by the counterparty;
- (4) Being directly or indirectly controlled by the same corporation or natural person as the counterparty;
- (5) Close family members of the counterparty or its direct or indirect controller;

- (6) Holding a position in the counterparty, or holding a position in a legal entity that can directly or indirectly control the counterparty, or in a legal entity directly or indirectly controlled by the counterparty (applicable to situations where the shareholder is a natural person);
- (7) Whose voting rights are restricted or affected due to an unfulfilled equity transfer agreement or other agreements with the transaction counterparty or its affiliates;
- (8) Legal or natural persons identified by the CSRC or the stock exchange where the Company's stocks are listed as potentially causing the Company's interests being tilted in their favor.

If laws, administrative regulations, departmental rules, normative documents, or the securities regulatory rules of the place where the Company's stocks are listed impose additional restrictions on directors' attendance in Board meetings and voting, those provisions shall prevail.

#### Chapter 6 Supplementary Provisions

**Article 28** Matters not covered in these Regulations shall be subject to relevant national laws and regulations, securities regulatory rules of the place where the Company's stocks are listed, and the provisions of the Articles of Association; if there is any conflict with conflicts with national laws and regulations promulgated later, the securities regulatory rules of the place where the Company's stocks are listed, or the Articles of Association as amended through legal procedures, the provisions of the national laws, regulations, the securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association shall prevail, and these Regulations shall be amended accordingly as soon as possible, and submitted to the board of directors for review and approval.

**Article 29** These Regulations shall come into effect and be implemented from the date of the Company's initial public offering of A-shares and listing on the ChiNext board of the Shenzhen Stock Exchange. From the effective date of these Regulations, the original connected transaction Management Regulations of the Company shall automatically cease to be effective.

**Article 30** The right of interpretation of these Regulations is vested in the board of directors of the Company.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Policy for the Administration of External Guarantees (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

## SHENZHEN DOBOT CORP LTD

## Policy for the Administration of External Guarantees (Draft)

## Chapter 1 General Provisions

**Article 1** In order to standardize the financing and provision of external guarantees by SHENZHEN DOBOT CORP LTD (the “**Company**”), effectively control the risks of external guarantees provided by the Company, and safeguard the financial security of the Company and the legitimate rights and interests of investors, these Regulations are formulated according to the actual situations of the Company 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**”), Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Fund Flows and External Guarantees of Listed Companies, the Shenzhen Stock Exchange ChiNext Stock Listing Rules (the “**ChiNext Stock Listing Rules**”), the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), as well as the business rules of The Stock Exchange of Hong Kong Limited (“**HKEX**”) and the Articles of Association of SHENZHEN DOBOT CORP LTD (the “**Articles of Association**”).

**Article 2** For the purpose of these Regulations, the term “external guarantee” refers to the suretyship, mortgage, or pledge provided by the Company for others, including any guarantees provided by the Company for its holding subsidiaries. The term “holding subsidiaries” refers to wholly-owned subsidiaries established by the Company, subsidiaries in which the Company holds more than 50% of the equity, associate companies over which the Company exercises actual control, and any entities that are accounted for and consolidated in the Company’s audited consolidated financial statements as affiliates. The term “total amount of external guarantees of the Company and its holding subsidiaries” refers to the sum of the total external guarantees provided by the Company (including guarantees provided by the Company for its holding subsidiaries) and the total external guarantees provided by the Company’s holding subsidiaries. These Regulations applies to the Company and its holding subsidiaries. In case of holding subsidiaries, they shall also comply with their own articles of association and relevant systems when providing any external guarantees, and shall promptly notify the Company of its relevant information disclosure obligations after relevant resolutions are made by their Board of Directors or shareholders’ meeting.

These Regulations does not apply to companies providing guarantees for their own debts.

**Article 3** The Company shall follow the principles of legality, prudence, mutual benefit, and safety and strictly control risks when providing external guarantees. The

controlling shareholder and other related (connected) parties shall not compel the Company to provide guarantees for others.

**Article 4** The Company implements unified management of external guarantees. Without the approval of the Company's Board of Directors or shareholders' meeting, no one has the authority to sign contracts, agreements, or other similar legal documents for external guarantees in the name of the Company.

**Article 5** When the Board of Directors deliberates on the provision of guarantees (excluding guarantees for subsidiaries within the scope of consolidation), the sponsor or independent financial advisor (if applicable) shall issue independent opinions on their legality and compliance, impact on the Company, and existing risks. If necessary, an accounting firm may be engaged to verify the Company's cumulative and current external guarantees. If any abnormalities are found, they shall be promptly reported to the Board of Directors and the securities regulatory authority of the place where the Company's stocks are listed, and an announcement shall be made.

## Chapter 2 Conditions for External Guarantees

**Article 6** Procedure for provision of external guarantees:

- (1) In principle, the Company does not proactively provide guarantees to external parties (except for mutual guarantees). If it is indeed necessary to provide an external guarantee, the guaranteed enterprise shall first submit an application;
- (2) If the Company provides a guarantee for a related (connected) party, it shall confirm whether there is reasonable commercial logic, and submit it to the shareholders' meeting for deliberation upon approval by the Board of Directors;
- (3) If the Company intends to accept an application from a guaranteed enterprise, or intends to proactively provide an external guarantee, it shall obtain the consent of the Chairman of the Board, and the finance department shall conduct a qualification review of the guaranteed enterprise;
- (4) After the Company's finance department completes the qualification review of the guaranteed enterprise, it shall report on it to the Board of Directors or shareholders' meeting for approval.

**Article 7** Qualifications of the guaranteed enterprise:

- (1) The company only provides guarantees to the following enterprises:
  1. Holding subsidiaries;
  2. Listed companies eligible for rights issue;

3. Enterprises with good business performance, good credit, strong strength, and mutual guarantee agreements with the Company;
  4. Enterprises that have close business relationships with the Company and to which the Company has a large amount of accounts payable.
  5. Other entities to which the Company may provide guarantees as it may determine after a comprehensive evaluation,
- (2) In addition to complying with other relevant regulations of these Regulations, the guaranteed enterprise shall also meet the following conditions:
1. Qualified as a borrower, and the loan and fund investment comply with relevant national laws, regulations, and bank loan policies;
  2. With a good credit rating and strong capital strength;
  3. Having strong business management capabilities, products with good sales and market prospects, and the project financed by the loan having high economic benefits;
  4. Having good asset liquidity, strong short-term debt repayment ability, and sufficient cash flow during the repayment period of the guaranteed loan;
  5. There are no major lawsuits, arbitrations, or administrative penalties;
  6. The guaranteed enterprise shall provide the audited financial statements for the past three years;
  7. Other information that the Company deems necessary to provide.

**Article 8** The Board of Directors of the Company shall fully investigate the operation and credit status of the guaranteed party before deliberating on proposals for providing guarantees, carefully review and analyze the financial status, operating conditions, credit status, and industry prospects of the guaranteed party, and make a decision prudently in accordance with the law. The Company may, when necessary, engage external professional institutions to assess the guarantee risk as a basis for decision-making by the Board of Directors or the shareholders' meeting.

**Article 9** Where the Company provides guarantees for its holding subsidiaries or associate companies, other shareholders of such holding subsidiaries or associate companies shall, in principle, provide equivalent guarantees or risk control measures such as counter-guarantees in proportion to their shareholding. If the relevant shareholders fail to provide risk control measures such as guarantees or counter-guarantees in the same proportion to the Company's holding subsidiaries or associate companies according to their shareholding ratio, the Board of Directors shall disclose the main reasons and fully explain whether the risk of the guarantee is

controllable and whether it harms the Company's interests, based on an analysis of the guaranteed object's operating conditions and debt repayment ability.

**Article 10** Where the Company provides guarantees for its holding subsidiaries, and if there are numerous guarantees each year requiring frequent guarantee agreements, making it difficult to submit each agreement to the Board of Directors or shareholders' meeting for deliberation, the Company may estimate the total amount of new guarantees for the next twelve months separately for two categories of subsidiaries: those with an asset-liability ratio above 70% and those with an asset-liability ratio below 70%, and submit them to the shareholders' meeting for deliberation. When the aforementioned guarantee matters actually occur, the Company shall disclose them in a timely manner. The outstanding guarantee balance at any time shall not exceed the guarantee limit approved by the shareholders' meeting.

For guarantee matters that should be submitted to the shareholders' meeting for deliberation, when determining whether the guaranteed party's asset-liability ratio exceeds 70%, the higher of the guaranteed party's audited financial statements for the latest year and the latest period financial statement data shall prevail.

**Article 11** If a transaction or related (connected) party transaction leads to any change in the consolidation scope of financial statements of the Company, and if the original guarantee becomes a guarantee provided to a related (connected) party after the transaction is completed, the Company shall promptly fulfill the corresponding review procedures and disclosure obligations for such related guarantee. If such related guarantee matters are not approved by the Board of Directors or the shareholders' meeting, the parties to the transaction shall take effective measures such as terminating the guarantee or canceling the relevant transaction or related (connected) party transaction to avoid it becoming illegal related guarantees.

**Article 12** If a holding subsidiary of the Company provides guarantees to a legal entity or other organizations covered by the Company's consolidated financial statements, the Company shall disclose them in a timely manner after the subsidiary has completed the review process.

The guarantee provided by the holding subsidiary to the Company is not subject to the provisions of the preceding paragraph.

**Article 13** If a holding subsidiary of the Company provides a guarantee to entities other than those specified in the preceding clauses, it shall be deemed as the Company providing such guarantee and shall be subject to the relevant provisions of these Regulations.

**Article 14** The provision of counter-guarantees by the Company and its holding subsidiaries shall be implemented in the light of the relevant provisions on guarantees, and the corresponding review procedures and information disclosure obligations shall be fulfilled based on the amount of the counter-guarantee provided, except for any counter-guarantees provided by the Company and its holding subsidiaries based on guarantees for their own debts.

**Chapter 3 Decision making Authority and Procedures for External Guarantees**

**Article 15** Decision-making procedure and scope of authority for external guarantees:

- (1) If the Company intends to provide a guarantee, it shall be reviewed and approved by the Board of Directors. When the Board of Directors deliberates on guarantee matters, the consent of more than two-thirds of the directors present at the Board meeting are required.
- (2) The following external guarantees provided by the Company shall be subject to the approval of the Board of Directors and then the shareholders' meeting:
  1. Any guarantees where the single guarantee amount exceeds 10% of the latest audited net assets;
  2. Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries exceeds 50% of the latest audited net assets;
  3. Any guarantee provided for a guaranteed party whose asset-liability ratio exceeds 70%;
  4. The amount of guarantees within a consecutive twelve months exceeds 50% of the Company's latest audited net assets, and the absolute amount exceeds 50 million yuan;
  5. Any guarantee provided after the total amount of guarantees provided by the Company and its holding subsidiaries exceeds 30% of the latest audited total assets of the Company;
  6. Any guarantee where the amount has been exceeding 30% of the Company's latest audited total assets in consecutive twelve months;
  7. Guarantees provided for the shareholders, actual controller, and their related (connected) parties;
  8. Guarantees provided for the related (connected) parties of the Company;
  9. Other guarantees stipulated by the China Securities Regulatory Commission, the stock exchange where the Company's stocks are listed, or the Articles of Association.

No guarantee mentioned in item 6 of the preceding paragraph may be approved at the shareholders' meeting unless voted for by more than two-thirds of the voting rights held by the shareholders attending the meeting.

If an external guarantee constitutes a transaction required to be disclosed under Chapter 14 of the Hong Kong Listing Rules and/or a related (connected) party transaction as defined in Chapter 14A, or if it is otherwise provided for by the stock exchange where the Company's shares are listed, the relevant provisions shall also be complied with. If the CSRC, the stock exchange where the Company's stocks are listed, or other applicable Hong Kong laws, rules, or codes have stricter requirements for external guarantees, those stricter requirements shall prevail.

If the Company provides a guarantee for a related (connected) party, it shall have reasonable commercial logic and comply with the rules of the stock exchange where the Company's stocks are listed. If the Company provides a guarantee for its controlling shareholder, actual controller, and their related (connected) parties, such controlling shareholder, actual controller, and related (connected) parties shall provide a counter-guarantee.

When the shareholders' meeting deliberates on a proposal for providing guarantees to its shareholders, actual controllers, and their affiliates, such shareholders or the shareholders controlled by such actual controllers shall not participate in the voting. The proposal may not be approved unless voted for by more than half of the voting rights held by other shareholders attending the shareholders' meeting.

If the Company provides a guarantee for a wholly-owned subsidiary, or provides a guarantee for a holding subsidiary where other shareholders of such subsidiary provide guarantees in equal proportion to their equity interests, and such guarantee falls under the circumstances specified in Article 46, Paragraph 1, Items (1) to (4) of the Articles of Association and does not harm the interests of the Company, it may be exempted from submitting such guarantee to the shareholders' meeting for consideration, unless otherwise provided for in the Articles of Association. The Company shall promptly issue an announcement to disclose the guarantees that must be disclosed in accordance with the regulations of the stock exchange where the stocks are listed, and summarize and disclose the aforementioned guarantees in the annual report and interim report.

- (3) The Company's management is responsible for implementing specific guarantee actions.

**Article 16** When the Board of Directors deliberates on guarantee proposals for the holding subsidiaries or associate companies of the Company, the directors shall focus on whether other shareholders of the holding subsidiaries or associate companies provide risk control measures such as guarantees in the same proportion or counter-guarantees according to their equity ratio, whether the risk of the guarantee is controllable, and whether it harms the interests of the listed company.

**Chapter 4 Risk Control for External Guarantees****Article 17** Information disclosure for external guarantees:

- (1) For the disclosed guarantee matters, the Company shall disclose them in a timely manner when any of the following situations occur:
  1. The guaranteed party fails to perform its repayment obligation within fifteen trading days after the debt matures;
  2. The guaranteed party experiences bankruptcy, liquidation, or other situations that seriously affect their repayment ability.
- (2) External guarantees approved by the Company's Board of Directors or shareholders' meeting, or guarantees that are required to be disclosed according to the securities regulatory rules of the place where the Company's stocks are listed, shall be disclosed in a timely manner in the information disclosure newspapers designated by the CSRC and in accordance with the relevant regulations of the Hong Kong securities regulatory authority (as the case may be). The disclosed content includes but is not limited to resolutions of the Board of Directors or shareholders' meeting, the total amount of external guarantees provided by the Company and its holding subsidiaries as of the date of information disclosure, the total amount of guarantees provided by the Company to its holding subsidiaries, and the proportion of the above amounts to the Company's latest audited net assets;
- (3) The Company shall disclose in its annual report the amount of guarantees provided by the Company and its holding subsidiaries to shareholders, actual controllers, and their related (connected) parties, the amount of debt guarantees provided by the Company directly or indirectly to guaranteed parties with an asset-liability ratio exceeding 70% (excluding this number), the portion of the Company's total guarantees exceeding 50% (excluding this number) of net assets, and the impact on the Company;

The Company shall state in its annual report whether there were any guarantee matters implemented by the Company and its holding subsidiaries during the year without undergoing internal review procedures. If so, it shall explain the specific circumstances, including but not limited to the guaranteed object, the amount of guarantees provided, and the outstanding guarantee balance at the end of the reporting period, as well as the impact on the Company;

- (4) For unexpired guarantee contracts, if there are clear indications that the Company might assume joint and several liability, it shall be clearly stated;
- (5) When handling loan guarantee business, the Company shall submit to the banking and financial institutions materials such as the Articles of

Association, the original resolution of the Board of Directors resolution or shareholders' meeting regarding the guarantee matter, and the designated newspapers where the information about the guarantee matter was published;

- (6) The Company's finance department shall truthfully disclose all guarantee matters to the certified public accountants responsible for the Company's annual audit as required;
- (7) If the guaranteed party fails to perform its repayment obligation within fifteen working days after the debt matures, or if the guaranteed party becomes bankrupt, goes into liquidation, or experiences other circumstances that seriously affect its repayment ability, and the creditor claims that the guarantor perform the guarantee obligation, the Company shall promptly understand the guaranteed party's debt repayment status and disclose it promptly upon becoming aware;
- (8) Any external guarantees of the Company's holding subsidiaries shall be executed in the light of the above provisions. The holding subsidiaries of the Company shall promptly notify the Company to fulfill relevant information disclosure obligations after their Board of Directors or shareholders' meeting makes a resolution;
- (9) Disclose the impact of the guarantee matter on the Company. If it is a related (connected) party transaction, qualify the impact of this related (connected) party transaction on the Company's financial condition and operating results as far as possible;
- (10) If a relevant loan granted by the Company to an entity exceeds 8% as calculated based on the assets ratio as defined in Rule 14.07(1) of the Hong Kong Listing Rules, the Company shall publish the information described in Rule 13.15 of the Hong Kong Listing Rules as soon as reasonably practicable, except that any loans granted to the subsidiaries of the Company shall not be regarded as loans granted to an entity described herein.

If there is an increase in the loan granted to an entity compared to the loan disclosed according to the provisions of Rules 13.13, 13.14, or 13.20 of the Hong Kong Listing Rules, and the increased amount calculated based on the assets ratio as defined in Rule 14.07(1) of the Hong Kong Listing Rules is 3% or more, the Company shall publish the information described in Rule 13.15 of the Hong Kong Listing Rules as soon as reasonably practicable.

According to Rule 13.13 or 13.14 of the Hong Kong Listing Rules, the Company shall publish details of such relevant loans granted to an entity, including details of the amount outstanding, the nature of the event or transaction giving rise to the amount, the identity of the debtor group, the interest rate, repayment terms, and collateral, etc.

For the purposes of Rules 13.13 and 13.14 of the Hong Kong Listing Rules, a trade receivable shall not be regarded as a relevant loan or guarantee granted to an entity if:

1. It arises in the ordinary course of business (except those arising from the provision of financial support); and
2. The transaction giving rise to the trade receivable is conducted on normal commercial terms.

The term “relevant loans granted to an entity” referred to in the preceding paragraph refers to the sum of advances made to the following entity and all guarantees made on its behalf:

1. An entity;
  2. The controlling shareholder of the entity;
  3. A subsidiary of the entity;
  4. A fellow subsidiary of the entity.
- (11) If the financial support provided by the Company to a fellow subsidiary (as defined under the Hong Kong Listing Rules) and the guarantees provided by the Company for the financing of its fellow subsidiary, when aggregated, exceed 8% calculated based on the assets ratio as defined in Rule 14.07(1) of the Hong Kong Listing Rules, the Company shall publish the following information as soon as reasonably practicable:
1. An analysis by individual fellow subsidiary: the amount of financial support provided by the Company to the fellow subsidiary, the amount of capital injection commitments made by the Company to the fellow subsidiary, and the amount of guarantees provided by the Company for the financing of its fellow subsidiary;
  2. The terms of financial support, including interest rates, repayment methods, maturity dates, and collateral (if any);
  3. The source of funds for the committed capital injection; and
  4. The amount of bank facilities utilized by the affiliated companies that are guaranteed by the Company.

The term “fellow subsidiary” mentioned in the preceding paragraph refers to any companies accounted for in the Company’s financial statements using the equity method under Hong Kong Financial Reporting Standards or International Financial Reporting Standards. This includes associates and jointly controlled entities as defined by those standards.

The Company shall conscientiously fulfill its information disclosure obligations regarding external guarantees in strict accordance with relevant laws, regulations, rules, normative documents, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association etc. Any department or personnel involved in the Company's external guarantee matters have the responsibility to promptly inform the Company's Board Secretary of the external guarantee and provide the documents and materials required for information disclosure. The Company shall take necessary measures to confine knowledge of the guarantee information to the smallest possible circle before it is legally publicly disclosed. Any person who legally or illegally becomes aware of the Company's guarantee information has a natural duty of confidentiality until the information is disclosed legally and publicly, otherwise, they will bear the legal liability arising therefrom.

**Article 18** If necessary, the finance department of the Company may engage a legal counsel to assist in handling external guarantees, whose main duties and responsibilities are as follows:

- (1) Cooperate with the finance department in conducting the qualification review of the guaranteed enterprise and provide legally feasible suggestions to the Company's Board of Directors;
- (2) Be responsible for drafting or legally reviewing all documents related to external guarantees;
- (3) Be responsible for handling any legal disputes that arise during the process of external guarantees;
- (4) After the Company actually assumes the guarantee liability, be responsible for handling matters such as recourse against the guaranteed enterprise;
- (5) Handle other matters related to external guarantees.

**Article 19** The Board of Directors shall establish a system for regular verification. The Audit Committee under the Board of Directors shall conduct regular verification of the Company's guarantee activities. If the Company engages in any illegal guarantee activities, it shall promptly disclose them. The Board of Directors shall take reasonable and effective measures to eliminate or correct the illegal guarantee activities, reduce the Company's losses, safeguard the interests of the Company and minority shareholders, and hold relevant personnel accountable.

If the Company assumes guarantee liability due to the failure of the controlling shareholder, actual controller, or their affiliates to repay debts in a timely manner, the Board of Directors shall promptly take protective measures such as recourse, litigation, property preservation, or ordering the provision of guarantees to avoid or reduce losses, and hold relevant personnel accountable.

**Article 20** If a guaranteed debt needs to be rolled over after maturity and the Company continues to provide a guarantee for it, it shall be treated as a new provision of guarantee matter, and the review procedures and information disclosure obligations shall be fulfilled again.

#### Chapter 5 Supplementary Provisions

**Article 21** The terms “above”, “within”, “before”, and “reaching” in these Regulations all include the base number, and “exceeding” does not include the base number.

**Article 22** For these Regulations, the meaning of “related party transactions” includes both “related party transactions” under the ChiNext Stock Listing Rules and the “connected party transaction” under the Hong Kong Listing Rules; the meaning of “related persons”/“related parties” includes both “related persons” under the ChiNext Stock Listing Rules and the “connected persons” under the Hong Kong Listing Rules.

**Article 23** Matters not covered in these Regulations shall be subject to relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s stocks are listed, and the relevant provisions of the Articles of Association; if these Regulations conflicts with laws and regulations such as the Company Law and the Securities Law, other normative documents, securities regulatory rules of the stock exchange where the Company’s stocks are listed, and the Articles of Association, the laws, regulations, normative documents, securities regulatory rules of the stock exchange where the Company’s stocks are listed, and the Articles of Association shall prevail.

**Article 24** These Rules shall come into effect and be implemented from the date of the Company’s initial public offering of A-shares and listing on the ChiNext board of the Shenzhen Stock Exchange. From the effective date of these Rules, the original External Guarantee Management Regulations of the Company shall automatically cease to be effective.

**Article 25** Any amendments to these Regulations shall be decided by the shareholders’ meeting, and the Board of Directors shall be authorized by the shareholders’ meeting to draft an amendment. The draft amendment shall come into effect after being approved by the shareholders’ meeting.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Policy for the Administration of External Investments (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

## SHENZHEN DOBOT CORP LTD

## Policy for the Administration of External Investments (Draft)

## Chapter 1 General Provisions

**Article 1** In order to regulate the outbound investment activities of SHENZHEN DOBOT CORP LTD (the “**Company**”), prevent investment risks, and enhance the efficiency of outbound investments, these Regulations are hereby established according to actual situation of the Company 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 Shenzhen Stock Exchange Listing Rules for Shares, the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), as well as the relevant regulatory rules of The Stock Exchange of Hong Kong Limited (‘**HKEX**’) and the relevant provisions of the Articles of Association of SHENZHEN DOBOT CORP LTD (the “**Articles of Association**”).

**Article 2** For the purpose of these Regulations, “outbound investment” refers to the following investment activities conducted by the Company within or outside the People’s Republic of China for the purpose of generating profits or maintaining and increasing asset value, or strategic synergy:

- (1) Equity investments in the form of establishing new enterprises;
- (2) Capital increase, share expansion, and equity acquisition investments in new invested enterprises;
- (3) Capital increase, share expansion, and equity acquisition investments in existing invested enterprises;
- (4) Investments in the Company’s operational projects and assets;
- (5) Investments in stocks and funds;
- (6) Investments in bonds, entrusted loans, and other forms of debt instruments;
- (7) Other investments.

**Article 3** For the purpose of these Regulations, “investment management” includes the review and approval of long-term equity investment and long-term debt investment activities, as well as the supervision over the operation of investment projects and the effectiveness of such investments.

**Article 4** The Company's outbound investment activities shall follow the principles of legality, prudence, safety, and effectiveness, and shall comply with relevant national regulations and industrial policies, align with the Company's long-term development plans and strategies, and be conducive to the expansion of core business operations, the expansion of production or sustainable development or enhancement of the Company's overall economic interests.

**Article 5** These Regulations apply to the Company and its wholly-owned and holding subsidiaries ("**subsidiaries**").

## **Chapter 2 Decision-making Authority for Outbound investment**

**Article 6** The Company implements a hierarchical decision-making system of shareholders' meeting, board of directors, and Manager, each of whom makes decisions on the Company's outbound investments within their respective areas of authority. Without authorization, no other department or individual has the right to make decisions on outbound investment.

**Article 7** Where the Company's securities investments, entrusted investments, or derivatives transactions require review and approval by the Board of Directors or the Shareholders' Meeting, such approval authority shall not be delegated to individual directors or the management.

**Article 8** The Shareholders' Meeting is the highest decision-making authority for the Company's outbound investments.

The Board of Directors decides on the Company's outbound investment matters within the scope stipulated by relevant laws and regulations, the securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association, or within the scope authorized by the Shareholders' Meeting.

The Manager has the authority to decide on outbound investment matters beyond those requiring approval by the Shareholders' Meeting and/or the Board of Directors as stipulated by laws, regulations, the securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association. The Manager is also responsible for leading the daily management of outbound investment projects, planning, organizing, and monitoring the implementation of new projects, and reporting on investment progress to the Board of Directors in a timely manner, as well as making adjustment suggestions.

**Article 9** The specific delineation of review authority for outbound investments shall be subject to the Articles of Association approved by the Shareholders' Meeting, as well as relevant regulations such as the Rules of Procedure for Shareholders' Meetings, the Rules of Procedure for Board of Directors Meetings, and the Related (connected) party transaction Management Regulations.

**Article 10** When the board of directors deliberates on major investment matters, the directors shall carefully analyze the feasibility and investment prospects of the investment project, paying full attention to whether the investment project is related to the Company's main business, whether the funding source arrangement is reasonable, whether the investment risk is controllable, and the impact of the matter on the Company.

**Article 11** When the board of directors deliberates on high-risk matters such as securities investment and derivative trading, the directors shall pay full attention to whether the Company has established specialized internal control systems, whether the investment risks are controllable and the risk control measures are effective, whether the scale of investment affects the Company's normal operations, whether the funding source is self-owned capital, and whether there exist any non-compliant investment scenarios.

**Article 12** When engaging in entrusted wealth management, the Company shall select qualified professional financial institutions with good credit standing and financial condition, a clean integrity record, and strong profitability as trustees. The Company shall enter into written contracts with the trustees, clearly specifying the amount, term, type of investment product, rights and obligations of both parties, and legal liabilities, etc.

**Article 13** If the Company finds it difficult to fulfill the review procedures and disclosure obligations for each entrusted wealth management due to factors such as transaction frequency and timeliness requirements, it may make reasonable estimates of the scope, limit, and duration of the entrusted wealth management in the next twelve months. If such estimates meet the thresholds requiring review by the Board of Directors/Shareholders' Meeting and performance of timely disclosure obligations as stipulated in the Shareholders' Meeting Rules and the Board of Directors Rules, they shall also be reviewed by the Board of Directors/Shareholders' Meeting and disclosed in a timely manner.

The relevant limit shall be valid for no more than 12 months, and the transaction amount at any point during the period (including the relevant amount reinvested from the aforementioned investment income) shall not exceed the entrusted wealth management limit.

### **Chapter 3 Management and Division of Labor for Outbound Investments**

**Article 14** The investing department is responsible for conducting feasibility studies and evaluations on the outbound investment projects of the Company and its subsidiaries, taking overall responsibility for the outbound investment projects of the Company and its subsidiaries, and supervising, guiding, and tracking the specific implementation of relevant outbound investment projects. If any abnormal situations are found, they shall report on it to the Manager and the board of directors of the Company and propose relevant disposal measures.

**Article 15** The Finance Department is responsible for the funds and financial management of outbound investments. After an outbound investment project is determined, the Finance Department is responsible for budgeting, raising, accounting, allocation, and liquidation of funds, and implementing strict borrowing, approval, and payment procedures.

**Article 16** The Audit Department is responsible for auditing outbound investments and reporting on it to the Audit Committee in the annual internal audit work report.

**Article 17** The investing department and the Secretary of the Board of Directors are responsible for safekeeping various resolutions, contracts, agreements, and certificates of rights and interests in outbound investments formed during the investment process, and establishing detailed archival records to ensure the security and integrity of the documents.

#### **Chapter 4 Review, Execution, and Control of Outbound investment**

**Article 18** After conducting feasibility studies and evaluations on investment projects, the investing department shall provide investment analysis and suggestions to the Manager for initial review.

**Article 19** After the initial review is passed, the relevant departments of the Company shall organize relevant personnel to prepare investment analysis reports, draft agreement documents, and other documents for the projects in respect of the investment projects proposed by them.

**Article 20** After the completion of the investment analysis report, draft agreement documents, and other materials of the project, the relevant departments of the Company and the supervisors or departments of its subsidiaries shall submit them to the Manager of the Company for review.

For outbound investment matters that the Manager has the authority to decide as stipulated in the Articles of Association, these Regulations, and the Related (connected) Party Transaction Management Regulations, the Manager may make decisions after review, but shall report on it to the board of directors in a timely manner.

For outbound investment matters that require approval from the shareholders' meeting or the board of directors as stipulated in the Articles of Association, these Regulations, and the Related (connected) Party Transaction Management Regulations, the Manager shall, after review thereof, report on them to the board of directors for approval according to their respective authorities.

**Article 21** For investment projects, experts or intermediary agencies may be engaged separately to conduct feasibility analysis and demonstration.

**Article 22** If an audit and evaluation of any outbound investment projects of the Company are required the relevant assets shall be audited and evaluated by institutions with relevant professional qualifications.

**Article 23** When the shareholders' meeting or board of directors of the Company passes a resolution to implement an outbound investment project, it shall specify the time, amount and method of capital contribution and other details.

**Article 24** Once an outbound investment project is approved, the authorized department or personnel shall implement the outbound investment plan, assist in signing contracts and agreements, and carry out specific operational activities of property transfer. After the investment is completed, an investment certificate or other valid evidence issued by the investee shall be obtained.

**Article 25** After the implementation of an outbound investment project, a representative, who may be a director, chief financial officer or other officers of the Company, may be stationed in invested enterprises as needed, in order to track and manage the investment projects, timely grasp the financial and operational status of the investee, and report on any abnormal findings to the Manager and board secretary of the Company in a timely manner and take corresponding measures.

The Company shall regularly obtain and analyze the financial statements of each invested enterprise according to circumstances.

**Article 26** The Finance Department of the Company shall strengthen control over the income from outbound investments. Dividends and other income obtained from outbound investments shall be included in the Company's accounting system, and it is strictly prohibited to set up off-balance sheet accounts.

**Article 27** In addition to setting up a ledger for outbound investment, the Finance Department of the Company may also establish subsidiary ledgers for outbound investment according to the type and chronological order of outbound investment business, and regularly and irregularly reconcile relevant investment accounts with the investee to ensure the accuracy of investment transaction records and ensure the safety and integrity of outbound investment.

#### **Chapter 5 Disposal of Outbound investment**

**Article 28** The board of directors of the Company shall keep abreast of the progress and investment returns of major investment projects. In the event of failure to invest as planned, failure to achieve expected project returns, or significant investment losses, the board of directors shall investigate the reasons and take effective measures in a timely manner.

**Article 29** The Company shall strengthen the control over the disposal of assets in outbound investment projects. The recovery, transfer, and write-off of outbound investments shall be resolved by the Shareholders' Meeting or Board of Directors in accordance with the approval authority as stipulated in the Articles of Association and these Regulations, or decided by the Manager before their implementation.

**Article 30** The Company may recover outbound investments under any of the following circumstances:

1. The operation period of the investment project expires as stipulated in the Articles of Association, contract, or agreement of the invested enterprise;
2. The invested project (enterprise) is bankrupt according to law due to poor management and inability to repay due debts;
3. The project (enterprise) cannot continue to operate due to force majeure;
4. Other circumstances specified in the investment contract for the termination of the investment occur.

**Article 31** The Company may transfer its outbound investment under any of the following circumstances:

1. The investment project has clearly deviated from the Company's business direction;
2. The investment project has suffered consecutive losses with no prospect of turning around and no market potential;
3. There is an urgent need to supplement funds due to its own operating fund shortage;
4. Other circumstances deemed necessary by the Company.

**Article 32** When recovering or transferring an outbound investment, the Manager shall, together with the Securities Department, Mergers and Acquisitions Department, Finance Department, and other relevant departments, prepare a written analysis report on the investment recovery or transfer, and submit it to the Shareholders' Meeting, Board of Directors, or the Manager for approval according to the corresponding authority.

The Company may not disposal of any outbound investment before it analyzes and demonstrates the proposed disposal of foreign investment projects, fully explain the reasons for disposal and the direct and indirect economic and other consequences, and then submits them to the authorities or personnel authorized to approve the disposal of outbound investment for approval. The authority to approve the disposal of outbound investment is the same as the authority to approve the implementation of outbound investment.

**Article 33** Upon termination of any outbound investment project, a comprehensive inventory of the investee's property, claims, debts, etc., shall be conducted and an inventory report shall be obtained in accordance with the relevant national regulations on enterprise liquidation; or the Company shall obtain a Liquidation Report. During the liquidation process, attention shall be paid to whether there are acts such as diverting and transferring funds, distributing assets secretly or in disguised form, or arbitrarily paying bonuses and subsidies, and whether various assets and claims have been recovered and recorded promptly after the liquidation is completed.

**Article 34** When the Company writes off an outbound investment, it shall obtain legal instruments and supporting materials proving that the investment cannot be recovered due to reasons such as the bankruptcy of the investee.

**Article 35** The Securities Department, Mergers and Acquisitions Department, and Finance Department of the Company shall carefully review the approval documents, meeting minutes, asset recovery lists, and other relevant materials related to the disposal of outbound investment assets, and the Finance Department shall promptly carry out accounting treatment for the disposal of outbound investment assets in accordance with regulations to ensure the authenticity and legality of asset disposal.

#### **Chapter 6 Material Matters Reporting and Information Disclosure**

**Article 36** The Company shall strictly fulfill its information disclosure obligations in respect of its outbound investments in accordance with the relevant regulations of the place where the Company's stocks are listed.

**Article 37** Prior to the disclosure of outbound investment matters, all informed personnel shall have a confidentiality obligation.

**Article 38** The subsidiaries shall comply with the information disclosure management system of the Company, and the Company shall have the right to know all information of its subsidiaries. The relevant departments and subsidiaries of the Company shall promptly report on the situation of outbound investment to the Company and cooperate with the Company in the information disclosure work for outbound investments.

**Article 39** Information provided by subsidiaries shall be true, accurate, and complete, and shall be submitted to the Company at the first opportunity to enable the Secretary to the Board of Directors to disclose it to the public in a timely manner.

**Article 40** Meeting materials such as resolutions and meeting minutes formed at the Board of Directors and Shareholders' Meetings convened to review outbound investment projects, along with the capital contribution decision, investment contracts or agreements, project feasibility reports signed by the legal representative or authorized representative, etc., shall be archived as reference documents.

**Chapter 7 Supplementary Provisions**

**Article 41** Any matters not covered in these Regulations shall be subject to relevant national laws and regulations, securities regulatory rules of the place where the Company's stocks are listed, and relevant provisions of the Articles of Association. If these Regulations are inconsistent with relevant laws and regulations, securities regulatory rules of the place where the Company's stocks are listed, and the provisions of the Articles of Association, the laws, regulations, securities regulatory rules of the place where the Company's stocks are listed, and the Articles of Association shall prevail.

**Article 42** Upon adoption at the shareholders' meeting, these Regulations shall come into effect and be implemented from the date of the Company's initial public offering of A-shares and listing on the ChiNext board of the Shenzhen Stock Exchange. From the effective date of these Regulations, the original outbound investment management regulations of the Company shall automatically cease to be effective.

**Article 43** These Regulations shall be interpreted by the board of directors of the Company.

SHENZHEN DOBOT CORP LTD

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

## **SHENZHEN DOBOT CORP LTD**

### **Management Measures for the Use of Proceeds (Draft)**

**March 2026**

**(Applicable after A-share offering and listing)**

**SHENZHEN DOBOT CORP LTD****Management Measures for the Use of Proceeds (Draft)****Chapter 1 General Provisions**

**Article 1** These Measures, designed to regulate the use and management of funds raised by SHENZHEN DOBOT CORP LTD (the “**Company**”), improve the efficiency of fund utilization, and effectively protect the interests of the investors, are formulated according to the circumstances of the Company in accordance with relevant laws and regulations including 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 Regulations on the Supervision and Administration of Funds Raised by Listed Companies, the Measures for the Administration of Registration of Initial Public Offerings, the Measures for the Continuous Supervision of Companies Listed on the ChiNext (Trial), the Shenzhen Stock Exchange ChiNext Stock Listing Rules (as revised in 2025), and the Shenzhen Stock Exchange Guidelines for Self-discipline and Regulation of Listed Companies No. 2 – Standardized Operation of Companies Listed on the ChiNext (as revised in 2025), as well as the Articles of Association of SHENZHEN DOBOT CORP LTD (the “**Articles of Association**”).

**Article 2** For the purpose of these Measures, the term “raised funds” refers to the funds raised from investors through the issuance of stocks or other equity securities (including initial public offerings, rights issues, additional offerings, issuance of convertible corporate bonds, issuance of convertible corporate bonds with warrants, etc., as well as issuance of securities to specific targets) and used for specified purposes, excluding funds raised through the implementation of equity incentive plans by the Company.

**Article 3** These Measures apply to the management of funds raised by the Company through public issuance of securities and non-public issuance of securities within the territory of China. The management of funds raised by the Company in the H-share market shall be subject to the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and other relevant provisions of other internal management systems of the Company.

**Article 4** The funds raised by the Company shall be used exclusively for their designated purposes. The Company shall comply with national industrial policies and relevant laws and regulations, practice the concept of sustainable development, fulfill social responsibilities in the use of the raised funds. In principle, the funds shall be used for its main business, benefiting the Company by enhancing its competitiveness and innovation capability. The Company is not a financial enterprise, and the raised funds shall not be used for holding financial investments, nor shall they be directly or indirectly invested in companies whose main business is trading in securities.

**Article 5** The directors and officers of the Company shall perform their duties diligently and responsibly, urge the Company to use the raised funds in a standardized manner, consciously safeguard the safety of the raised funds, and shall not manipulate, participate in, assist, or tolerate any unauthorized or disguised change of the use of raised funds.

The board of directors of the Company shall be responsible for establishing and improving the Company's raised fund management system, and ensuring the effective implementation of such system; in addition, it shall continuously monitor the deposit, management, and use of raised funds, effectively prevent investment risks, and improve the utilization efficiency of raised funds. The raised fund management system shall clearly stipulate matters such as the deposit in special accounts, use, and change of raised funds and their supervision, and accountability.

The board of directors of the Company shall fully demonstrate the feasibility of the projects invested with raised funds ("**raised fund investment projects**"), ensuring that there are good market prospects and profitability for the investment projects, prevent the investment risks effectively, and improve the utilization efficiency of raised funds.

The controlling shareholders, actual controllers, and other stakeholders of the Company shall not, directly or indirectly, occupy or misappropriate the raised funds, nor shall they use the raised funds and raised fund investment projects to obtain improper benefits.

**Article 6** The accounting department of the Company shall establish a ledger for the use of raised funds, detailing the expenditure of the raised funds and the investment in the projects funded by the raised funds.

The internal audit organization of the Company shall inspect the deposit, management, and use of the raised funds at least once every quarter and promptly report the findings to the audit committee.

If the audit committee of the Company believes that there are irregularities, significant risks in the management of the raised funds, or that the internal audit organization has failed to submit the findings report as stipulated in the preceding paragraph, it shall promptly report it to the board of directors. The board of directors shall report it to the Shenzhen Stock Exchange and make an announcement within 2 trading days after receiving the report.

**Article 7** The raised funds shall be exclusively used for the purposes disclosed by the Company. The board of directors of the Company shall formulate a detailed plan for the use of funds, ensuring standardized, open, and transparent utilization of funds.

**Article 8** The board of directors shall act in accordance with the principle of maximizing shareholder interests. In the event of idle or surplus raised funds, it shall strive to enhance the utilization efficiency of such funds in accordance with the relevant provisions of these Measures.

## Chapter 2 Deposit of Raised Funds

**Article 9** The Company shall prudently select a commercial bank and open a special-purpose account for raised funds with such bank (the “**special account for raised funds**”). The raised funds shall be deposited in a special account established upon approval by the board of directors for centralized management and use.

**Article 10** The special account for raised funds shall not be used for funds other than the raised funds or for any other purposes.

If the Company has raised funds twice or more times, it shall set up a separate special account for the funds raised each time.

**Article 11** Upon receipt of the raised funds, the Company shall promptly commission an accounting firm qualified under the “Securities Law” to verify the same and issue a capital verification report.

**Article 12** The Company shall, within one month after the raised funds are credited to its account, sign a tripartite agreement for the supervision of the special account for the raised funds with the sponsor or independent financial advisor, and the commercial bank where the raised funds are deposited (“**commercial bank**”). The agreement shall at least stipulate that:

- (1) The Company shall deposit the raised funds centrally in a special account for raised funds;
- (2) The account number of the special account for the fund raised, the raised funds investment projects covered by this special account, and the deposited amount;
- (3) If the amount withdrawn from the special account by the Company in a single transaction or within twelve months accumulatively exceeds 50 million yuan or 20% of the net amount of raised funds, the Company and the commercial bank shall promptly notify the sponsor or independent financial advisor;
- (4) The commercial bank shall provide the Company with a monthly bank statement for the special account for raised funds, and send a copy to the sponsor or independent financial advisor;
- (5) The sponsor or independent financial advisor may at any time inspect the records of the special account for the raised fund at the commercial bank;
- (6) The supervisory duties of the sponsor or independent financial advisor, the notification and cooperation duties of the commercial bank, as well as the supervision methods of the sponsor or independent financial advisor and the commercial bank over the Company’s use of the raised funds;
- (7) The liability for breach of contract of the Company, commercial bank, sponsor, or independent financial advisor;

- (8) If the commercial bank fails to promptly provide a statement of account or notify the sponsor or independent financial advisor of large withdrawals from the special account for three times, and fails to cooperate with the sponsor or independent financial advisor in inquiring about and investigating the special account records, the Company may terminate the agreement and cancel the special account for fund raised.

If the Company implements a raised fund investment project through its holding subsidiary or another entity, a tripartite supervision agreement shall be jointly signed by the Company, the company implementing the raised fund investment project, the commercial bank, and the sponsor or independent financial advisor, to which the Company and the company implementing the raised fund investment project shall be deemed as a single party.

If the aforementioned agreement is terminated prior to its expiration due to reasons such as change of the commercial bank, sponsor, or independent financial advisor, the Company shall sign a new agreement with the relevant parties within one month from the date of termination.

### **Chapter 3 Use of Raised Funds**

**Article 13** The Company shall meet the following requirements for the use of the funds raised:

- (1) The Company shall use the raised funds in accordance with the fund use plan committed in the offering application documents; the use of raised funds within the scope of the plan shall be applied for by the using department or unit, and shall be approved in accordance with the fund management regulations and procedures of the Company.
- (2) The use of raised funds shall be disclosed in strict accordance with relevant regulations.
- (3) In the event of any circumstances that seriously affect the normal implementation of the plan for the use of raised funds, the Company shall make an announcement in a timely manner.
- (4) If any of the following circumstances occurs in a raised fund investment project, the Company shall re-demonstrate the feasibility and expected returns of the project, decide whether to continue the project, and disclose the progress of the project, the reasons for any abnormalities, and the adjusted raised fund investment project (if any) in the latest regular report:
  1. Significant changes have occurred in the market environment related to the raised fund investment project;

2. The raised fund investment project is suspended for more than one year after the raised funds are received;
3. The raised fund investment plan hasn't been completed before its deadline (including each time node for phased investment), and the amount of raised funds investment has not reached 50% of the relevant planned amount;
4. Other abnormal situations occur in the raised fund investment project.

If the Company is in any of the circumstances specified in the preceding paragraph, it shall disclose it promptly. If the raised fund investment plan needs to be adjusted, the adjusted plan shall be disclosed simultaneously; if any change of the raised fund investment project is involved, the relevant review procedures for changing the use of raised funds shall apply.

**Article 14** In principle, the funds raised by the Company shall be used for its main business. The Company shall not engage in any of the following acts when using the raised funds:

- (1) Using the raised funds for financial investments such as entrusted wealth management (excluding cash management) and entrusted loans, high-risk investments such as securities investments and derivative product investments, and directly or indirectly investing them in companies whose main business is trading in marketable securities;
- (2) Disguising the purpose of the raised funds through pledges, entrusted loans, or other means;
- (3) Providing the raised funds directly or indirectly to any affiliates such as the controlling shareholders and actual controllers, facilitating the affiliates to obtain improper benefits by utilizing the raised fund investment projects;
- (4) Other acts that violate the regulations on the management of raised funds.

**Article 15** If the Company invests in a raised fund investment project with self-raised funds in advance, it may replace the self-raised funds with the raised funds within 6 months after the raised funds are transferred to the special account.

During the implementation of a raised fund investment project, payments shall generally be made directly from the raised funds. If there are indeed difficulties in directly using the raised funds for paying personnel salaries, purchasing overseas products and equipment, etc., replacement may be implemented within six months after the payment is made using self-raised funds.

The replacement matter shall be reviewed and approved by the Company's board of directors, with a clear opinion issued by the sponsor or independent financial advisor. The Company shall make an announcement within 2 trading days after the board meeting.

**Article 16** The Company may conduct cash management in respect of the temporarily idle raised funds as required, which shall be implemented through the raised fund special account or a publicly disclosed product-specific settlement account. If cash management is implemented through a product-specific settlement account, such account shall not hold non-raised funds or be used for other purposes. Cash management shall not affect the normal progress of the raised fund investment plan.

Cash management products shall meet the following conditions:

- (1) Being principal-guaranteed products with high security, such as structured deposits and large-denomination certificates of deposit;
- (2) Being of good liquidity, with product maturity not exceeding 12 months;
- (3) Cash management products shall not be pledged.

In case of opening or closing a dedicated settlement account for products, the Company shall report on it to the Shenzhen Stock Exchange ("SZSE") for filing and make an announcement within 2 trading days.

**Article 17** Where idle funds are utilised for cash management, such utilisation shall be deliberated and approved by the Company's Board of Directors, with a clear opinion issued by the sponsor or independent financial advisor. The Company shall make the following announcement within 2 trading days after the board meeting:

- (1) Basic information about the fundraising, including the fundraising time, amount of funds raised, net amount of funds raised, and the investment plan, etc;
- (2) Use of raised funds;
- (3) The amount and duration of the cash management, whether there is any disguised alteration of the purpose of the raised funds, and measures to ensure that the normal progress of the raised fund investment projects is not affected;
- (4) The income distribution method, investment scope, and safety of the cash management;
- (5) Opinions issued by the sponsor or independent financial advisor.

**Article 18** If the Company engages in cash management with temporarily idle raised funds and any circumstances occur that may harm the interests of the Company and investors, it shall promptly disclose the relevant situation and the proposed countermeasures.

**Article 19** The Company may temporarily use the temporarily idle raised funds to supplement its working capital, subject to the following requirements:

- (1) The use of raised funds shall not be altered in disguised form, and the normal progress of the investment projects funded by the raised funds shall not be affected;
- (2) The idle raised funds shall be exclusively used for production and operation purposes related to the main business, and shall not be directly or indirectly used for any high-risk investments such as securities investment and derivatives trading;
- (3) The duration for a single temporary supplement of working capital shall not exceed 12 months;
- (4) The raised funds previously used for temporarily supplementing working capital that have matured have been repaid (if applicable).

If the Company temporarily uses temporarily idle raised funds to supplement its working capital, it shall do so through a special account for raised funds. Matters such as the limit and duration shall be subject to the deliberation and approval of the board of directors, with a clear opinion issued by the sponsor, and shall be announced within two trading days after the board meeting.

Before the maturity date of the supplementary working capital, the Company shall return the funds to the special account for raised funds and make an announcement within 2 trading days after the full return of the funds.

**Article 20** The Company shall properly arrange the use plan for the portion of actual net proceeds exceeding the planned fundraising amount (the “**excess raised funds**”) based on the development plan and actual production and operational needs of the Company. Excess raised funds shall be used for ongoing projects, new projects, or repurchasing the Company’s shares for cancellation according to law. The Company shall clarify the specific use plan for the excess raised funds no later than the completion of the entire batch of raised fund investment projects, and put them into use according to the plan. The use of excess raised funds shall be resolved by the board of directors according to law, with a clear opinion issued by the sponsor, and submitted to the shareholders’ meeting for review. The Company shall promptly and fully disclose relevant information such as the necessity and rationality of using excess raised funds.

If the excess raised funds are to be invested in any ongoing projects or new projects, the Company shall also fully disclose information such as the construction plan, investment cycle, and rate of return of the relevant projects. If the project involves related-party transactions, asset acquisitions, or external investments, the Company shall also go through the review procedures and fulfill the information disclosure obligations according to relevant regulations.

If it is indeed necessary to use temporarily idle excess funds raised for cash management or temporary replenishment of working capital, the necessity and rationality

shall be explained. If a listed company intends to use temporarily idle excess funds raised for cash management or temporary replenishment of working capital, matters such as the limit and duration shall be reviewed and approved by the board of directors, with a clear opinion issued by the sponsor, and the Company shall disclose relevant information in a timely manner.

**Article 21** If the excess funds raised are intended for ongoing projects and new projects (including asset acquisitions), the Company shall invest them in its main business after conducting a scientific and prudent feasibility analysis of the investment projects, submitting them to the board of directors for review and approval, and obtaining explicit consent from independent non-executive directors, the sponsor, or the independent financial advisor, and shall promptly fulfill its information disclosure obligations.

If the Company intends to change the purpose of the raised funds, use excess raised funds, or utilize surplus funds that meet the threshold for review by the shareholders' meeting, it shall also obtain approval from the shareholders' meeting.

**Article 22** Upon completion of a single or all raised fund investment projects, the Company may not use the surplus raised funds from such project (including interest income) for other purposes until and unless such purposes are reviewed and approved by the board of directors and a clear opinion is obtained from the sponsor or independent financial advisor. The Company shall make an announcement within 2 trading days after the board meeting.

Upon completion of a single or all raised fund investment projects, if the surplus raised funds (including interest income) are used for other purposes, and the amount is less than 5 million yuan and less than 5% of the net amount of funds raised for the project, the aforementioned review procedures may be waived, and the use of such funds shall be disclosed in the annual report.

If the surplus raised funds (including interest income) used by the Company reach or exceed 10% of the net amount of funds raised for the project and is higher than 10 million yuan, it shall also be subject to the approval of the shareholders' meeting.

#### **Chapter 4 Change of Raised Fund Allocation**

**Article 23** The Company shall be deemed to have changed the use of raised funds under any of the following circumstances:

- (1) Canceling or terminating the original raised fund investment project, implement new projects or permanently supplement working capital with the raised funds;
- (2) Changing the implementation entity of the raised fund investment project (except for any changes in the implementation entity between the listed company and its wholly-owned subsidiaries);
- (3) Changing the implementation method of the raised fund investment project;

- (4) Other circumstances identified by the China Securities Regulatory Commission (CSRC) and the Shenzhen Stock Exchange.

If the Company falls under the circumstances specified in item 1 of the preceding paragraph, the sponsor shall, in conjunction with the previously disclosed documents related to the raised funds, specifically explain the main reasons for the change in the raised fund investment project and the rationality of the previous sponsor's opinion.

If the Company uses the raised funds for cash management, temporary replenishment of working capital, or uses excess raised funds beyond the limits, durations, or purposes determined by the board of directors or shareholders' meeting, and the situation is serious, it shall be deemed as unauthorized alteration of the purpose of the raised funds.

**Article 24** The funds raised by the Company shall be used in accordance with the purposes as listed in the prospectus or offering circular.

In the event of any changes to the Company's raised fund investment projects, such changes shall be subject to the approval of the board of directors and the shareholders' meeting, and shall only be implemented after a clear opinion is obtained from the sponsor or independent financial advisor.

**Article 25** If the Company changes the implementation location of a raised fund investment project, it shall promptly make an announcement after the board of directors' review and approval, explaining the change, the reason, the impact on the implementation of the raised fund investment project, and the opinion issued by the sponsor or independent financial advisor.

**Article 26** The changed raised fund investment project shall be invested in the main business.

The Company shall conduct a scientific and prudent feasibility analysis of new raised fund investment projects, ensuring that there are good market prospects and profitability for the investment projects, effectively prevent the investment risks, and improve the utilization efficiency of raised funds.

**Article 27** If the Company intends to change its raised fund investment project, it shall announce the following contents within 2 trading days after submitting it to the board of directors for consideration:

- (1) An overview of the changes to the raised fund investment project;
- (2) The specific reasons for changing the raised fund investment project;
- (3) The basic information, feasibility analysis, economic benefit analysis, and risk warnings of the new project;

- (4) The investment plan for the new project;
- (5) An explanation of whether the new project has obtained or is pending approval from relevant authorities (if applicable);
- (6) An explanation that the change of the raised fund investment project still needs to be submitted to the shareholders' meeting for review;
- (7) Opinions of the sponsor on the change of the raised fund investment project;
- (8) Other contents as required by the Shenzhen Stock Exchange.

If the Company issues an announcement on changing the use of raised funds, the provisions of the Shenzhen Stock Exchange's business rules concerning announcement form shall apply.

If the new raised fund investment project involves related-party transactions, asset acquisitions, or external investments, they shall also be disclosed in accordance with the relevant regulations.

#### **Chapter 5 Management and Supervision of Raised Funds Utilization**

**Article 28** The Company shall disclose the actual use of raised funds in a truthful, accurate, and complete manner.

In the event of any of the following circumstances occurring to a raised fund investment project, the Company shall promptly disclose the causes, impacts, and subsequent arrangements related to the relevant matters, and fully reveal the risks:

- (1) Any significant changes in the necessity, feasibility, and other aspects of the raised fund investment project;
- (2) Suspension, termination, or failure in R&D of the raised fund investment project;
- (3) Other circumstances that seriously affect the normal implementation of the plan for the use of raised funds.

**Article 29** The board of directors of the Company shall conduct a comprehensive verification of the progress of the raised fund investment projects every six months and issue a "Special Report on the Deposit, Management, and Actual Use of the Raised Funds" (the "**Special Report on Raised Funds**") regarding the deposit and use of the raised funds.

If there is a discrepancy between the actual investment progress and the investment plan of a raised fund investment project, the Company shall explain the specific reasons in the "Special Report on Raised Funds". If there is any use of idle raised funds for investment products in the current period, the Company shall disclose the income of the

reporting period, as well as the investment share, contracting party, product name, term, and other information as of the end of the period in the “Special Report on Raised Funds”. If the actual amount of raised funds used in the raised fund investment project for the year differs by more than 30% from the estimated use amount in the most recently disclosed raised funds investment plan for the same year, the Company shall adjust the raised funds investment plan and disclose the latest annual raised funds investment plan, the current actual investment progress, the adjusted estimated annual investment plan, and the reasons for changes in the investment plan in the special report on the deposit, management, and use of raised funds, as well as in regular reports.

The “Special Report on Raised Funds” shall be reviewed and approved by the board of directors and shall be announced within 2 trading days after being submitted to the board of directors for review. During the annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit and use of raised funds, and disclose it together with the annual report.

**Article 30** The sponsor or independent financial advisor shall conduct an on-site investigation on the deposit, management, and use of the raised funds at least once every six months. After the end of each fiscal year, the sponsor or independent financial advisor shall issue a special verification report on the deposit and use of the annual raised funds, and submit it to the Shenzhen Stock Exchange when the Company discloses its annual report, and meanwhile disclose it on the website of the Shenzhen Stock Exchange. The verification report shall include:

- (1) The deposit, use, and balance of the special account for the raised funds;
- (2) The progress of the raised fund investment projects, including any discrepancies from the planned progress of the raised fund investment plan;
- (3) Replacement of self-raised funds previously invested in the raised fund investment project with the raised funds (if applicable);
- (4) Supplementation to the working capital with idle raised funds and its effect (if applicable);
- (5) Changes in the allocation of raised funds (if applicable);
- (6) Use of excess raised funds (if applicable);
- (7) A conclusive opinion on whether the deposit and use of the raised funds by the Company comply with regulations;
- (8) Other contents as required by the Shenzhen Stock Exchange.

After the end of each fiscal year, the board of directors of the Company shall disclose the conclusive opinions of the special verification report from the sponsor and the assurance report from the accounting firm in the Special Report on Raised Funds.

**Chapter 6 Supplementary Provisions**

**Article 31** These Measures shall apply to any raised fund investment projects implemented through a subsidiary of the Company or other enterprises controlled by the Company.

**Article 32** These Measures are subject to revision or supplement from time to time as policies and regulations on the management of raised funds change. Yuan (unless otherwise stated in these Measures) refers to Renminbi Yuan, the lawful currency of the People's Republic of China.

**Article 33** For the purpose of these Measures, “above” includes the given number, while “exceeding” does not.

**Article 34** These Measures shall be formulated by the Board of Directors and submitted to the Shareholders’ Meeting for deliberation and approval, and shall come into effect from the date of the Company’s initial public offering of A shares and listing on the ChiNext Board of Shenzhen Stock Exchange. Any amendments shall be drafted by the Board of Directors and submitted to the Shareholders’ Meeting for approval before taking effect.

**Article 35** For any matters not covered in these Measures, or any conflicts with laws, regulations, normative documents, and the Articles of Association, the relevant provisions of the relevant laws, regulations, normative documents, and the Articles of Association shall apply.

**Article 36** These Measures shall be interpreted by the board of directors.

**APPENDIX XIV PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
RELATING TO CHANGE IN SCOPE OF BUSINESS**

*The English version of this appendix is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

No.	Original articles	Amended articles
1	<p><b>Article 13</b> As registered in accordance with the laws, the business scope of the Company is:</p> <p>Normal operation covers: technology development, technology transfer and technology consultation for robots; research and development and sale of robotic technologies, 3D printers, laser engraving machines, artificial intelligence mechanical and electrical products, electronic equipment, automatic control equipment, teaching equipment and experimental equipment; operation of import and export business; development and sale of computer software, information system software, educational software; design, integration, operation and maintenance of information systems; integrated circuit design, research and development; robotics engineering technology research and application; investment in industrial development; domestic trade; digital content production services (excluding publication and distribution); manufacture of models for teaching and teaching aids; sale of models for teaching and teaching aids; conference and exhibition services; educational consulting services (excluding educational training activities that require license approval); business training (excluding educational training, vocational training and other training that requires permission). (Except for items that require approval in accordance with the laws, business activities are carried out independently with business licenses in accordance with the laws)</p> <p>Licensed operation covers: production of robots, 3D printers, laser engraving machines, artificial intelligence mechanical and electrical products, electronic equipment, automatic control equipment, teaching equipment and experimental equipment; wholesale of publications; retail of publications; <del>production of electronic publications; type I value-added telecommunications services; type II value-added telecommunications services.</del> (For activities that require approval in accordance with the laws, business activities can be carried out only after being approved by relevant departments, and details of operation shall be subject to approval documents or licenses issued by relevant departments).</p>	<p><b>Article 13</b> As registered in accordance with the laws, the business scope of the Company is:</p> <p>Normal operation covers: technology development, technology transfer and technology consultation for robots; research and development and sale of robotic technologies, 3D printers, laser engraving machines, artificial intelligence mechanical and electrical products, electronic equipment, automatic control equipment, teaching equipment and experimental equipment; operation of import and export business; development and sale of computer software, information system software, educational software; design, integration, operation and maintenance of information systems; integrated circuit design, research and development; robotics engineering technology research and application; investment in industrial development; domestic trade; digital content production services (excluding publication and distribution); manufacture of models for teaching and teaching aids; sale of models for teaching and teaching aids; conference and exhibition services; educational consulting services (excluding educational training activities that require license approval); business training (excluding educational training, vocational training and other training that requires permission). (Except for items that require approval in accordance with the laws, business activities are carried out independently with business licenses in accordance with the laws)</p> <p>Licensed operation covers: production of robots, 3D printers, laser engraving machines, artificial intelligence mechanical and electrical products, electronic equipment, automatic control equipment, teaching equipment and experimental equipment; wholesale of publications; retail of publications. (For activities that require approval in accordance with the laws, business activities can be carried out only after being approved by relevant departments, and details of operation shall be subject to approval documents or licenses issued by relevant departments).</p>

# NOTICE OF EXTRAORDINARY GENERAL MEETING



**DOBOT**

**SHENZHEN DOBOT CORP LTD**

**深圳市越疆科技股份有限公司**

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

**(Stock Code: 2432)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of SHENZHEN DOBOT CORP LTD (the “**Company**”) will be held at Meeting Room, 24/F, Building 2, Chongwen Park, Nanshan Smart Park, No. 3370 Liuxian Avenue, Fuguang Community, Taoyuan Sub-district, Nanshan District, Shenzhen, the PRC on Thursday, 2 April 2026 at 10 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

### AS SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the proposal of the Company’s application of initial public offering (the “**A Share Offering**”) and listing of its Renminbi ordinary shares (the “**A Share(s)**”).
  - 1.1 Class of A Shares.
  - 1.2 Par value of each A Share.
  - 1.3 Number of A Shares to be issued.
  - 1.4 Method of pricing.
  - 1.5 Method of issuance.
  - 1.6 Target subscribers.
  - 1.7 Place of listing of the A Shares.
  - 1.8 Specific listing requirements.
  - 1.9 Timing of the A Share Offering.
  - 1.10 Method of underwriting.
  - 1.11 Strategic placement.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- 1.12 Validity period of the resolutions.
2. To consider and approve the resolution in relation to the use of proceeds from the A Share Offering and projects feasibility.
3. To consider and approve the resolution in relation to the authorisation to the board (the “**Board**”) of directors (the “**Directors**”) of the Company and persons authorised by it to deal with matters in connection with the Company’s application for the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
4. To consider and approve the resolution in relation to the plan for undertaking accumulated unrecovered loss prior to the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
5. To consider and approve resolution in relation to the price stabilising plan for the A Shares within three years after the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
6. To consider and approve resolution in relation to the dividend return plan for shareholders within three years after the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
7. To consider and approve the resolution in relation to the impacts and remedial measures on dilution of immediate return from the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
8. To consider and approve the resolution in relation to the public undertakings and relevant restraining measures in documents in connection with the A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.

### AS ORDINARY RESOLUTION

9. To consider and approve the resolution in relation to the engagement of intermediaries for the proposed A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.

### AS SPECIAL RESOLUTIONS

10. To consider and approve the resolution in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) relating to the proposed A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

11. To consider and approve the proposed adoption of or amendments to the governance policies of the Company applicable after A Share Offering and listing of A Shares on the ChiNext Market of the Shenzhen Stock Exchange.
  - 11.1 The revised Rules of Procedures for General Meetings of the Company (股東會議事規則).
  - 11.2 The revised Rules of Procedures for Board meetings (董事會議事規則).

### AS ORDINARY RESOLUTIONS

- 11.3 The revised Policy for Independent Directors (獨立董事工作制度).
- 11.4 The revised Policy for the Management of Related (Connected) Party Transactions (關聯(連)交易管理制度).
- 11.5 The revised Policy for the Administration of External Guarantees (對外擔保管理制度).
- 11.6 The revised Policy for the Administration of External Investments (對外投資管理制度).
- 11.7 The Management Measures for the Use of Proceeds (募集資金使用管理辦法).

### AS SPECIAL RESOLUTIONS

12. To consider and approve the proposed amendments to the Articles of Association relating to the change in scope of business.

By order of the Board  
**SHENZHEN DOBOT CORP LTD**  
深圳市越疆科技股份有限公司

**Mr. Liu Peichao**

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

Shenzhen, 18 March 2026

*As at the date of this notice, the Board comprises (i) Mr. Liu Peichao, Mr. Wang Yong and Mr. Jiang Yu as executive Directors; (ii) Mr. Lang Xulin as a non-executive Director; and (iii) Mr. Li Yibin, Mr. Ng Jack Ho Wan and Dr. Hou Lingling as independent non-executive Directors.*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. Resolutions to be submitted at the EGM shall be voted on by poll.
2. The record date for the purpose of ascertaining the eligibility of the holders of H shares to attend and vote at the EGM is on Friday, 27 March 2026. In order to be eligible to attend and vote at the EGM, holders of H Shares must lodge all completed transfer documents accompanied by the relevant share certificates 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, Wan Chai, Hong Kong on or before 4:30 p.m. on Friday, 27 March 2026.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.
4. The form of proxy must be signed by the Shareholder or by an authorised person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a director or duly authorised attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
5. In order to be valid, in the case of holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document, must be deposited with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for holding the EGM.

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should he/she/it so wish. In this case, the power of attorney will be deemed to have been revoked.

6. Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
7. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
8. All times refer to Hong Kong local time, except as otherwise stated.