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

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



浙江升華蘭德科技股份有限公司
SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8106)

- (1) PROPOSED APPOINTMENT OF DIRECTOR;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (3) PROPOSED GRANTING OF THE GENERAL MANDATE TO
ISSUE NEW SHARES;**
- (4) NOTICE OF 2023 ANNUAL GENERAL MEETING;**
- (5) NOTICE OF 2024 FIRST DOMESTIC SHAREHOLDERS CLASS
MEETING; AND**
- (6) NOTICE OF 2024 FIRST H SHAREHOLDERS CLASS MEETING**

Notices convening the AGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 27 June 2024 at 10:00 a.m. are set out on pages 48 to 54 of this circular.

Forms of proxy for use at the AGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting are enclosed with this circular, and such forms of proxy are also published on the Stock Exchange's website (www.hkexnews.hk) and Company's website (www.landpage.com.cn). Whether or not you intend to attend the AGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting, you are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and return them to the Company's mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the respective time appointed for the holding of the AGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending the AGM, Domestic Shareholders Class Meeting and H Shareholders Class Meeting and voting in person if you so wish.

This circular will remain on the Stock Exchange's website (www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and will be posted on the Company's website (www.landpage.com.cn).

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year 2023 to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 27 June 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the 2023 AGM which is set out on pages 48 to 50 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of the Directors
“Board Diversity Policy”	the Board diversity policy of the Company
“Class Meetings”	the Domestic Shareholders Class Meeting and H Shareholders Class Meeting
“Company”	Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on GEM (Stock Code: 8106)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the domestic share(s) of nominal value of RMB0.10 each in the share capital of the Company which are subscribed for or credited as paid up in RMB
“Domestic Shareholders Class Meeting”	the 2024 first class meeting of the holders of Domestic Shares to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 27 June 2024 immediately after the conclusion or adjournment of the AGM to consider and, if appropriate, to approve the resolution contained in the notice of 2024 First Domestic Shareholders Class Meeting which is set out on pages 51 and 52 of this circular, or any adjournment thereof
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“General Mandate”	the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution, details of which are set out in the section headed “4. Proposed Granting of the General Mandate to Issue New Shares” in the letter from the Board contained in this circular
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB0.10 each in the share capital of the Company which are listed on GEM and subscribed for and traded in HK\$
“H Shareholders Class Meeting”	the 2024 first class meeting of the holders of H Shares to be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC on Thursday, 27 June 2024 immediately after the conclusion or adjournment of the Domestic Shareholders Class Meeting to consider and, if appropriate, to approve the resolution contained in the notice of 2024 First H Shareholders Class Meeting which is set out on pages 53 and 54 of this circular, or any adjournment thereof
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

* *For identification purposes only*

LETTER FROM THE BOARD



浙江升華蘭德科技股份有限公司
SHENGHUA LANDE SCITECH LIMITED*

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

(Stock Code: 8106)

Executive Directors:

Mr. Wang Feng (*Chairman and Chief
Executive Officer*)

Mr. Guan Zilong

Mr. Xu Jianfeng

Registered office:

No.9 Nanhu Road
Zhongguan Town
Deqing County, Huzhou City
Zhejiang Province, the PRC

Non-Executive Director:

Mr. Chen Ping (*Vice Chairman*)

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

11th Floor, Building 1
Xitou Innocentre
239 Shuanglong Street
Xihu District, Hangzhou City
Zhejiang Province, the PRC

Independent non-executive Directors:

Mr. Cai Jiamei

Ms. Huang Lianxi

Ms. Huang Xuanzhen

Principal place of business in Hong Kong:

Room 1505, 15/F.
Fullerton Centre
19 Hung To Road
Kwun Tong, Kowloon
Hong Kong

29 May 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF DIRECTOR;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (3) PROPOSED GRANTING OF THE GENERAL MANDATE TO
ISSUE NEW SHARES;**
- (4) NOTICE OF 2023 ANNUAL GENERAL MEETING;**
- (5) NOTICE OF 2024 FIRST DOMESTIC SHAREHOLDERS CLASS
MEETING; AND**
- (6) NOTICE OF 2024 FIRST H SHAREHOLDERS CLASS MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to give you notices of the AGM and Class Meetings and to provide you with information regarding certain resolutions to be proposed at the AGM and Class Meetings to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM and Class Meetings.

2. PROPOSED APPOINTMENT OF DIRECTOR

Reference is made to the Company's announcement dated 23 May 2024 (the "**Announcement**"). Mr. Guan Zilong (管子龍) ("**Mr. Guan**"), an executive Director, has tendered his resignation from the position of executive Director due to his personal work arrangements which require more of his time and dedication. The resignation of Mr. Guan will take effect from the close of the AGM when the new executive Director is elected and assumes office.

The Board is pleased to announce that after due examination by the Nomination Committee, which is of the view that the proposed appointment of Ms. Wu Lihui (吳麗輝) ("**Ms. Wu**") as an executive Director is in compliance with the Board Diversity Policy and needs of the Company, the Company convened the fifth meeting of the ninth session of the Board on 23 May 2024, and reviewed and approved the proposed appointment of Ms. Wu. Ms. Wu is nominated as an executive Director candidate of the ninth session of the Board, for a term commencing from the date of approval by the Shareholders at the AGM to the date of expiry of the term of the current Board. Ms. Wu has confirmed that she has no disagreement on such nomination. An ordinary resolution will be proposed at the AGM to appoint Ms. Wu as an executive Director.

The biography of Ms. Wu is set out in Appendix I to this circular.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Announcement. As considered and approved at the fifth meeting of the ninth session of the Board held on 23 May 2024, the Board proposed to make certain amendments to the Articles of Association, and recommend the same to the Shareholders for consideration and, if thought fit, approval.

The proposed amendments to the Articles of Association are recommended in light of, among other things, (i) the amendments to the GEM Listing Rules in relation to the expanded paperless listing regime and mandatory electronic dissemination of corporate communications by GEM listed issuers; (ii) the recent changes in the PRC laws and regulations including the abolition of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》) and related amendments to the GEM Listing Rules; and (iii) the actual situation of the Company, and needs to improve the flexibility and efficiency of its operations and development.

LETTER FROM THE BOARD

Details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular.

Save for the proposed amendments to the Articles of Association set out in Appendix II to this circular, other provisions in the Articles of Association remain unchanged.

The Company confirms that the amendments to the Articles of Association will not affect the existing businesses and operations of the Group and the Directors confirm that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong. Based on the confirmation made by the Company's Hong Kong legal adviser, the proposed amendments to the Articles of Association are in compliance with the GEM Listing Rules. Based on the confirmation made by the Company's PRC legal adviser, the proposed amendments to the Articles of Association comply with the PRC laws.

The proposed amendments to the Articles of Association and the proposed adoption of the new Articles of Association are subject to the approval by the Shareholders by way of special resolutions at the AGM and Class Meetings.

Shareholders are advised that the Articles of Association are available in English and Chinese. The English translation of the Articles of Association is for reference only. In case of any inconsistency, the Chinese version shall prevail.

4. PROPOSED GRANTING OF THE GENERAL MANDATE TO ISSUE NEW SHARES

To increase the flexibility and efficiency in the operations of the Company, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Board proposes to obtain Shareholders' approval by way of a special resolution for the granting of the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of each of the Domestic Shares or H Shares in issue on the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, Articles of Association and applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a resolution of the Company in general meeting.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had in issue 244,421,170 Domestic Shares and 262,125,000 H Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 48,884,234 Domestic Shares and 52,425,000 H Shares on the basis that no further Shares will be issued by the Company prior to the AGM.

5. AGM, CLASS MEETINGS AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 48 to 50 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the proposed appointment of the Director, proposed amendments to the Articles of Association and proposed granting of the General Mandate to issue new Shares. The notices of the Class Meetings are set out on pages 51 to 54 of this circular. At the Class Meetings, resolutions will be proposed to approve the proposed amendments to the Articles of Association.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM and Class Meetings.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM and Class Meetings. An announcement on the poll results will be made by the Company after the AGM and Class Meetings in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Forms of proxy for use at the AGM and Class Meetings are enclosed with this circular and such forms of proxy are also published on the Stock Exchange's website (www.hkexnews.hk) and Company's website (www.landpage.com.cn). Whether or not you intend to attend the AGM and Class Meetings, you are requested to complete the enclosed forms of proxy in accordance with the instructions printed thereon and return them to the Company's mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC (for the holders of the Domestic Shares), or the office of the Company's H Share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) as soon as possible and in any event, not later than 24 hours before the respective time appointed for the holding of the AGM and Class Meetings or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending the AGM and Class Meetings and voting in person if you so wish.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, in order to determine the entitlement to attend the AGM and Class Meetings. All properly completed H Shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share registrar,

LETTER FROM THE BOARD

Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.

7. RESPONSIBILITY STATEMENT

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

8. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the AGM and Class Meetings are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the resolutions to be proposed at the AGM and Class Meetings as set out in the notices of the AGM and Class Meetings.

Yours faithfully
By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

* For identification purposes only

The biographical details of Ms. Wu which are disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are as follows:

Ms. Wu Lihui (吳麗輝), aged 38, is the finance manager of the Company and is responsible for the Group's accounting and financial functions. Ms. Wu graduated from Zhejiang Forestry University* (浙江林學院) (currently known as Zhejiang A&F University (浙江農林大學)) in June 2008 and obtained a bachelor's degree in management majoring in accounting. Ms. Wu holds the title of intermediate accountant and tax accountant qualification in the PRC. From March 2009 to May 2014, Ms. Wu worked as a tax auditor at Zhejiang Shenghua Biok Biology Co., Ltd. (浙江升華拜克生物股份有限公司) (currently known as Zhejiang Hengtong Holding Co., Ltd.* (浙江亨通控股股份有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 600226). From June 2014 to November 2016, Ms. Wu worked as an accountant at Zhejiang Shenghua Asset Management Co., Ltd.* (浙江升華資產經營有限公司). From December 2016 to September 2019, Ms. Wu worked as a finance manager at Huzhou Xintianwai Green Packet Printing Co., Ltd.* (湖州新天外綠包印刷有限公司). From October 2019 to December 2021, Ms. Wu worked in financial management at Zhejiang Shenghua Defeng Investment Co., Ltd.* (浙江升華德豐投資有限公司). From December 2021 to present, Ms. Wu worked as a finance manager in Huzhou Shenghua Financial Services Co., Ltd.* (湖州升華金融服務有限公司). Ms. Wu joined the Company since November 2023.

Subject to the approval by the Shareholders at the AGM, Ms. Wu will enter into a service contract with the Company, and Ms. Wu will serve as an executive Director from the date of the AGM to the date of expiry of the term of the current Board. Her remuneration as an executive Director will be determined based on the Company's remuneration policy and with reference to her workload and responsibilities.

As at the Latest Practicable Date, Ms. Wu does not have any interests in the Shares (as defined in Part XV of the SFO). As at the Latest Practicable Date, save as disclosed above, Ms. Wu (a) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (b) has not held any directorship in the last three years in a public company listed on any securities market in Hong Kong or overseas; and (c) does not hold any office with the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters relating to Ms. Wu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Please note that the proposed amendments to the Articles of Association are prepared in Chinese language. The English translation of the proposed amendments to the Articles of Association in this appendix is for information only and is not an official translation of the Chinese version. In case of any discrepancy, the Chinese version shall prevail.

Due to the deletion of articles and chapter, the serial number of the articles and chapters of the Articles of Association will be adjusted accordingly. The serial number of the articles that refer to each other in the current Articles of Association will be changed, and the amended Articles of Association will also be changed accordingly. The proposed amendments to the Articles of Association are as follows:

No.	Current Articles of Association	Proposed amendments
1	<p>Article 1</p> <p>Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司) hereinafter referred to as the “Company”) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Joint Stock Limited Companies 《(國務院關於股份有限公司境外募集股份及上市的特別規定)》 (hereinafter referred to as the “Special Provisions for Listing Abroad”) and the Interim Provisions on Setting Foreign Invested Joint Stock Limited Company 《(關於設立外商投資股份有限公司若干問題的暫行規定)》 and other relevant laws and administrative regulations.</p> <p>The Company, as approved by the document “Check and Approval on the Agreement to the Conversion and Establishment of Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司)” (Zhe Shang Shi [2001] No. 64) 《(關於同意變更設立浙江浙大網新蘭德科技股份有限公司的批覆浙上市[2001]64號)》 issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was changed from Hangzhou Lande Electronic Information Technology Co., Ltd.* (杭州蘭德電子信息技術有限公司). Registration for the Company was completed in Zhejiang Provincial Market Supervision Administration on 20 September 2001, and its business license was issued with the uniform social credit code: 91330000143203737M.</p>	<p>Article 1</p> <p>Shenghua Lande Scitech Limited* (浙江升華蘭德科技股份有限公司) hereinafter referred to as the “Company”) is a joint stock limited company incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”); Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Joint Stock Limited Companies 《(國務院關於股份有限公司境外募集股份及上市的特別規定)》 (hereinafter referred to as the “Special Provisions for Listing Abroad”) and the Interim Provisions on Setting Foreign Invested Joint Stock Limited Company 《(關於設立外商投資股份有限公司若干問題的暫行規定)》 and other relevant laws and administrative regulations.</p> <p>The Company, as approved by the document “Check and Approval on the Agreement to the Conversion and Establishment of Zheda Lande Scitech Limited* (浙江浙大網新蘭德科技股份有限公司)” (Zhe Shang Shi [2001] No. 64) 《(關於同意變更設立浙江浙大網新蘭德科技股份有限公司的批覆浙上市[2001]64號)》 issued by the leading Group for Listing of Enterprise of the People’s Government in Zhejiang Province, was established through the initiation and changed from Hangzhou Lande Electronic Information Technology Co., Ltd.* (杭州蘭德電子信息技術有限公司). Registration for the Company was completed in Zhejiang Provincial Market Supervision Administration on 20 September 2001, and its business license was issued with the uniform social credit code: 91330000143203737M.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
	<p>Notes: 1. “MP” refers to “Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》)”.</p> <p>2. “A” refers to “Appendix to the Rules of Listing of Hong Kong Stock Exchange”.</p>	<p>Notes: 1. “MP” refers to “Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》)”.</p> <p>2. “A” refers to “Appendix to the Rules of Listing of Hong Kong Stock Exchange”.</p>
2	<p>Article 10</p> <p>The Company may invest in other limited liability companies and joint stock limited companies, and its liabilities therefore shall be limited to the amount of the capital invested.</p> <p>Subject to the approval of companies approving departments authorised by the State Council, the Company may, in accordance with its operational and managerial requirements, operate as a holding company in accordance with paragraph 2 of Article 12 of the Company Law.</p>	<p>Article 10</p> <p>The Company may invest in other limited liability companies and joint stock limited companies, and its liabilities therefore shall be limited to the amount of the capital invested.</p> <p>Subject to the approval of companies approving departments authorised by the State Council, the Company may, in accordance with its operational and managerial requirements, operate as a holding company in accordance with paragraph 2 of Article 12 of the Company Law.</p>
3	<p>Article 18</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, the Company may issue shares to Domestic Investors and Foreign Investors.</p> <p>“Foreign Investors” mean those investors who subscribe for the Company’s shares and who are located in foreign countries and Hong Kong Special Administration Region, Macau Special Administration Region and Taiwan. “Domestic Investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC (except the areas referred to above).</p>	<p>Article 18</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, <u>The Company may issue shares to Domestic Investors and Foreign Investors in accordance with the law. If the Company issues securities in the same overseas market, it must make filing with the China Securities Regulatory Commission (hereinafter referred to as the “China Securities Regulatory Commission”) in accordance with regulations.</u></p> <p>“Foreign Investors” mean those investors who subscribe for the Company’s shares and who are located in foreign countries and Hong Kong Special Administration Region, Macau Special Administration Region and Taiwan. “Domestic Investors” mean those investors who subscribe for the Company’s shares and who are located within the territory of the PRC (except the areas referred to above).</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
4	<p>Article 19</p> <p>Shares which the Company issue to the Domestic Investors for subscription in Renminbi are called the “Domestic Shares”; shares which the Company issue to the foreign investors for subscription in foreign currencies are called the “Foreign Shares”. Foreign Shares which are listed overseas are called the “Overseas Listed Foreign Shares”. Foreign Shares which are not listed overseas are called the “Unlisted Foreign Shares. Domestic Shares and Unlisted Foreign Shares are collectively called the “Unlisted Shares”. The Unlisted Shares, having been approved by the securities regulatory authority of the State Council to be listed and traded overseas and have gone through the registration procedures, and the Overseas Listed Foreign Shares are collectively called the “Overseas Listed Shares”. The Unlisted Shareholders and Overseas Listed Shareholders are ordinary shareholders, and have the same obligations and rights.</p> <p>“Foreign currencies” means the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to make the share price to the Company.</p>	<p>Article 19</p> <p>Shares which the Company issue to the Domestic Investors for subscription in Renminbi are called the “Domestic Shares”; shares which the Company issue to the foreign investors for subscription in foreign currencies are called the “Foreign Shares”. Foreign Shares which are listed overseas are called the “Overseas Listed Foreign Shares”. Foreign Shares which are not listed overseas are called the “Unlisted Foreign Shares. Domestic Shares and Unlisted Foreign Shares are collectively called the “Unlisted Shares”. The Unlisted Shares, having been <u>complied with the relevant provisions of the China Securities Regulatory Commission and made filing with the China Securities Regulatory Commission by the Company, entrusting by the holders of the Unlisted Shares, approved by the</u> securities regulatory authority of the State Council <u>to</u> can be listed and traded overseas and have; <u>having</u> gone through the registration procedures, and together with the Overseas Listed Foreign Shares are collectively called the “Overseas Listed Shares”. The Unlisted Shareholders and Overseas Listed Shareholders are ordinary shareholders, and have the same obligations and rights.</p> <p>“Foreign currencies” means the legal currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the State and which can be used to make the share price to the Company.</p>

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No.	Current Articles of Association	Proposed amendments
5	<p>Article 20</p> <p>Overseas Listed Shares which have been admitted for listing on GEM of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which are denominated in Renminbi and which are subscribed for and/or traded in Hong Kong dollars are called the “H Shares”.</p> <p>Upon the approval of the securities regulatory authority of the State Council, the Unlisted Shareholders of the Company can transfer all or part of the shares held to overseas investors, and be listed and traded on overseas stock exchanges. The conversion of all or part of the Unlisted Shares into Overseas Listed Shares and the listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulations and requirements of the overseas stock markets. The overseas listing and trading of the aforementioned converted shares do not need to be voted at shareholders’ general meeting and class shareholders meetings.</p> <p>Once the Unlisted Shares are approved for overseas listing and trading, the class of shares will be converted to Overseas Listed Shares on the date of completion of the registration of the relevant shares in the overseas market, upon fulfilling the formalities of the share registration agencies and other institutes in the place of overseas listing, and will be the same class of shares as the original Overseas Listed Foreign Shares.</p>	<p>Article 20</p> <p>Overseas Listed Shares which have been admitted for listing on GEM of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”), the par value of which are denominated in Renminbi and which are subscribed for and/or traded in Hong Kong dollars are called the “H Shares”.</p> <p><u>After fulfilling the filing procedures with the China Securities Regulatory Commission</u>Upon the approval of the securities regulatory authority of the State Council, the Unlisted Shareholders of the Company can transfer all or part of the shares held to overseas investors, and be listed and traded on overseas stock exchanges. The conversion of all or part of the Unlisted Shares into Overseas Listed Shares and the listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulations and requirements of the overseas stock markets. The overseas listing and trading of the afore-mentioned converted shares do not need to be voted at shareholders’ general meeting and class shareholders meetings.</p> <p>Once the Unlisted Shares are approved for overseas listing and trading, the class of shares will be converted to Overseas Listed Shares on the date of completion of the registration of the relevant shares in the overseas market, upon fulfilling the formalities of the share registration agencies and other institutes in the place of overseas listing, and will be the same class of shares as the original Overseas Listed Foreign Shares.</p>

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No.	Current Articles of Association	Proposed amendments
6	<p>Article 23</p> <p>The Company's Board of Directors may take all necessary action for the respective issuance of the Overseas Listed Foreign Shares and Domestic Shares after the proposals for issuance of the same have been approved by the securities authority of the State Council.</p> <p>The Company may implement its proposal to issue Overseas Listed Foreign Shares and Domestic Shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the China Securities Supervisory and Control Commission.</p>	<p>Article 23</p> <p>All deleted.</p>
7	<p>Article 24</p> <p>When the total number of shares stated in the proposal for the issuance of shares include Overseas-Listed H Shares and Domestic Shares, such shares shall be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for in a single time due to special circumstances, the shares may, subject to approval by the securities regulatory authority under the State Council, be issued in separate batches.</p>	<p>Article 24</p> <p>All deleted.</p>
8	<p>Article 31</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of capital and shall publish an announcement at least three (3) times in the newspapers within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within ninety (90) days of the date of the first announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p>	<p>Article <u>2931</u></p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within ten (10) days of the date of the <u>Company shareholders meeting's</u> resolution for reduction of capital and shall publish an announcement <u>at least three (3) times</u> in the newspapers within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of a creditor who does not receive such notice, within <u>forty-five ninety (4590)</u> days of the date of the <u>first</u> announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.</p> <p>The Company's registered capital may not, after the reduction in capital, be less than the minimum amount prescribed by law.</p>

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No.	Current Articles of Association	Proposed amendments
9	<p>Article 39</p> <p>The following acts shall not be deemed to be acts prohibited by Article 37 of this Chapter:</p> <ol style="list-style-type: none"> (1) the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company's assets as dividend; (3) the distribution of dividends in the form of shares; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the shareholding structure of the Company effected in accordance with the Articles of Association; (5) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits); (6) contributions made by the Company to the employee share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits). 	<p>Article 3739</p> <p>The following acts shall not be deemed to be acts prohibited by Article 357 of this Chapter:</p> <ol style="list-style-type: none"> (1) <u>the Company provides financial assistance to others to acquire shares of the Company or its parent company for the benefit of the Company, and is subject to a resolution of the shareholders meeting or the Board of Directors (the resolution of the Board of Directors must be approved by more than two-thirds of all Directors) in accordance with the Articles of Association or the authorisation of shareholders meeting, and the cumulative total financial assistance of the Company does not exceed ten per cent. (10%) of the total issued share capital</u>the provision of financial assistance by the Company where the financial assistance is given in good faith in the interests of the Company, and the principal purpose of which is not for the acquisition of shares in the Company, or the giving of the financial assistance is an incidental part of a master plan of the Company; (2) the lawful distribution of the Company's assets as dividend; (3) the distribution of dividends in the form of shares; (4) a reduction of registered capital, a repurchase of shares of the Company or a reorganisation of the shareholding structure of the Company effected in accordance with the Articles of Association; (5) the provision of loans by the Company within its scope of business and in the ordinary course of its business, where the provision of loans falls within part of the scope of business of the Company (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits); (6) contributions made by the Company to the employee share ownership scheme (provided that the net assets of the Company are not thereby reduced or that, to the extent that the assets are thereby reduced, the financial assistance is provided out of distributable profits).

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No.	Current Articles of Association	Proposed amendments
10	<p>Article 40</p> <p>The share certificates of the Company shall be in registered forms.</p> <p>The share certificates of the Company shall contain the following particulars:</p> <p>(1) Name of the Company;</p> <p>(2) Incorporation date of the Company;</p> <p>(3) Class, par value and the number of the shares that each share certificate represents;</p> <p>(4) Serial number of the share certificates;</p> <p>(5) Other particulars required by the Company Law and Special Regulation;</p> <p>(6) Other particulars required by the stock exchange(s) where the shares are listed.</p>	<p>Article 3840</p> <p>The share certificates of the Company shall be in registered forms.</p> <p>The share certificates of the Company shall contain the following particulars:</p> <p>(1) Name of the Company;</p> <p>(2) Incorporation date of the Company;</p> <p>(3) Class, par value and the number of the shares that each share certificate represents;</p> <p>(4) Serial number of the share certificates;</p> <p>(5) Other particulars required by the Company Law and <u>stock exchange on which the Company's shares are listed</u>Special Regulation;</p> <p>(6) Other particulars required by the stock exchange(s) where the shares are listed.</p>
11	<p>Article 42</p> <p>The Company shall keep a register of shareholders which shall contain the following items:</p> <p>(1) the name (title) and address (residence), the occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each person was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shares in the Company.</p>	<p>Article 4042</p> <p>The Company shall keep a register of shareholders which shall contain the following items:</p> <p>(1) the name (title) and address (residence), the occupation or nature of each shareholder;</p> <p>(2) the class and quantity of shares held by each shareholder;</p> <p>(3) the amount paid-up on or agreed to be paid-up on the shares held by each shareholder;</p> <p>(4) the share certificate numbers of the shares held by each shareholder;</p> <p>(5) the date on which each person was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shares in the Company.</p>

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No.	Current Articles of Association	Proposed amendments
12	<p>Article 50</p> <p>A person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the “original certificate”) relating to the shares is lost, he may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>Application by a holder of Domestic Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of the Company Law.</p> <p>Application by a Overseas Listed Shareholder, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original Overseas Listed Shareholders register is maintained.</p> <p>The issue of a replacement share certificate to a holder of H Shares, who has lost his share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in the prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p>	<p>Article 4850</p> <p>A person who is a registered shareholder or who claims to be entitled to have his name (title) entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the “original certificate”) relating to the shares is lost, he may apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>Application by a holder of Domestic Shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with Article 143 of <u>the relevant provisions of</u> the Company Law.</p> <p>Application by a Overseas Listed Shareholder, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original Overseas Listed Shareholders register is maintained.</p> <p>The issue of a replacement share certificate to a holder of H Shares, who has lost his share certificate, shall comply with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in the prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of the loss, and the declaration showing that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.</p> <p>(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.</p>

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No.	Current Articles of Association	Proposed amendments
	<p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the Board of Directors.</p> <p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and record the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant therefor.</p>	<p>(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every thirty (30) days within a period of ninety (90) consecutive days in such newspapers as may be prescribed by the Board of Directors.</p> <p>(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of ninety (90) days.</p> <p>In the case of an application which is made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.</p> <p>(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.</p> <p>(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and record the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.</p> <p>(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee is provided by the applicant therefor.</p>

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No.	Current Articles of Association	Proposed amendments
13	<p>Article 54</p> <p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <ul style="list-style-type: none"> (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise voting rights; (3) the right to supervise the Company's business operations, the right to present proposals or raise queries; (4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association; (5) the right to obtain relevant information in accordance with the Articles of Association, including: <ul style="list-style-type: none"> (i) the right to obtain a copy of the Articles of Association, subject to payment of costs; (ii) the right to inspect and copy, subject to payment of a reasonable fee: <ul style="list-style-type: none"> (a) all parts of the register of shareholders; (b) personal particulars of each of the Company's Directors, Supervisors, General Manager and other senior management personnel, including: present and former name and alias; principal address (place of residence); nationality; primary and all other part-time occupations and duties; and identification documents and the numbers thereof; 	<p>Article <u>52</u>54</p> <p>The shareholders of ordinary shares of the Company shall enjoy the following rights:</p> <ul style="list-style-type: none"> (1) the right to receive dividends and other distributions in proportion to their shareholdings; (2) the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise voting rights; (3) the right to supervise the Company's business operations, the right to present proposals or raise queries; (4) the right to transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association; (5) the right to obtain relevant information in accordance with the Articles of Association, including: <ul style="list-style-type: none"> (i) the right to obtain a copy of the Articles of Association, subject to payment of costs; (ii) the right to inspect and copy, subject to payment of a reasonable fee: <ul style="list-style-type: none"> (a) all parts of the register of shareholders; (b) personal <u>publicly disclosed</u> particulars of each of the Company's Directors, Supervisors, General Manager and other senior management personnel; including: present and former name and alias; principal address (place of residence); nationality; primary and all other part-time occupations and duties; and identification documents and the numbers thereof;

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	<p>(c) statement of the Company's share capital;</p> <p>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year as well as the aggregate amount paid by the Company for this purpose;</p> <p>(e) minutes of shareholders' general meeting.</p> <p>(6) in the event of the termination or liquidation of the Company, the right to of participate in the distribution of remaining assets of the Company in accordance with the number shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>No power shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>	<p>(c) statement of the Company's share capital;</p> <p>(d) reports showing the aggregate par value, quantity, highest and lowest price paid in respect of each class of shares repurchased by the Company since the last accounting year as well as the aggregate amount paid by the Company for this purpose;</p> <p><u>(de) minutes of shareholders' general meeting, resolutions of the Board of Directors, resolutions of the Supervisory Committee and financial and accounting reports.</u></p> <p>(6) in the event of the termination or liquidation of the Company, the right to of participate in the distribution of remaining assets of the Company in accordance with the number shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>No power shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.</p>

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No.	Current Articles of Association	Proposed amendments
14	<p>Article 56</p> <p>In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder (as defined in Article 49) shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <ol style="list-style-type: none"> (1) act honestly in the best interests of the Company in removing a Director or Supervisor; (2) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association). 	<p>Article 5456</p> <p>In addition to the obligations imposed by laws and administrative regulations or required by the listing rules of the stock exchange on which the Company's shares are listed, a controlling shareholder (as defined in Article 49) <u>or shareholders controlled by the actual controller</u> shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <ol style="list-style-type: none"> (1) act honestly in the best interests of the Company in removing a Director or Supervisor; (2) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the Company's assets in any way, including (but not limited to) opportunities which are beneficial to the Company; (3) to approve the expropriation by a Director or Supervisor (for his own benefit or for the benefit of another person) of the individual interest of other shareholders, including (but not limited to) rights to distributions and voting rights (excluding a restructuring which has been submitted for approval by the shareholders in a general meeting in accordance with the Articles of Association).
15	<p>Article 57</p> <p>For the purpose of the preceding provision, a "controlling shareholder" means a person who satisfies any one of the following conditions:</p> <ol style="list-style-type: none"> (1) a person who, acting alone or in concert with others, has the power to elect more than half of the Board of Directors; (2) a person who, acting alone or in concert with others, has the power to exercise thirty (30) per cent or more or has power to control the exercise of thirty (30) per cent or more of the voting rights in the Company; (3) a person who, acting alone or in concert with others, holds thirty (30) per cent or more of the issued and outstanding shares of the Company; 	<p>Article 5557</p> <p>For the purpose of the preceding provision, a "controlling shareholder" means a person who satisfies any one of the following conditions:</p> <ol style="list-style-type: none"> (1) <u>shareholders whose shares account for more than fifty per cent. (50%) of the total capital of the Company;</u> (2) <u>shareholders whose shareholding proportion is less than fifty per cent. (50%), but the voting rights they enjoy based on their shares held are sufficient to have a significant impact on shareholders meeting resolutions.</u> <p><u>For the purpose of the preceding provision, a "actual controller" means a person who satisfies any one of the following conditions:</u></p>

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	(4) a person who, acting alone or in concert with others, has de facto control of the Company in any other way.	<p>(1) a person who, acting alone or in concert with others, has the power to elect more than half of the Board of Directors;</p> <p>(2) a person who, acting alone or in concert with others, has the power to exercise thirty per cent. (30%) or more or has power to control the exercise of thirty per cent. (30%) or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds thirty per cent. (30%) or more of the issued and outstanding shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control <u>dominance</u> of the Company <u>act</u> in any other way.</p>
16	<p>Article 59</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2) to elect and replace Directors and to decide on matters relating to emolument of Directors;</p> <p>(3) to elect and replace the Supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the emolument of supervisors;</p> <p>(4) to consider and approve reports of the Board of Directors;</p> <p>(5) to consider and approve reports of the Board of Supervisors;</p> <p>(6) to consider and approve the Company's annual financial budget and final accounts;</p> <p>(7) to consider and approve the Company's profit distribution proposals and proposals for making up losses;</p> <p>(8) to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9) to resolve on matters such as merger, division, dissolution and liquidation of the Company;</p>	<p>Article 5957</p> <p>The shareholders' general meeting shall exercise the following functions and powers:</p> <p>(1) to decide on the Company's business policies and investment plans;</p> <p>(2)to elect and replace Directors and to decide on matters relating to emolument of Directors;</p> <p>(3)to elect and replace the Supervisors who are to be appointed from among the <u>non-employee shareholders'</u> representatives and decide on matters concerning the emolument of supervisors;</p> <p>(4)to consider and approve reports of the Board of Directors;</p> <p>(5)to consider and approve reports of the Board of Supervisors;</p> <p>(6) to consider and approve the Company's annual financial budget and final accounts;</p> <p>(7)to consider and approve the Company's profit distribution proposals and proposals for making up losses;</p> <p>(8)to resolve on the increase or reduction of the Company's registered capital;</p> <p>(9)to resolve on matters such as merger, division, dissolution and liquidation of the Company;</p>

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	<p>(10)to resolve on the issuance of debentures by the Company;</p> <p>(11)to resolve on the appointment, removal or non-renewal of the services of an accounting firm for the Company;</p> <p>(12)to amend the Articles of Association;</p> <p>(13)to consider proposals submitted by shareholders representing more than five per cent. (5%) (including 5%) of voting shares of the Company;</p> <p>(14)other matters which are required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meeting.</p>	<p>(8)⁽¹⁰⁾to resolve on the issuance of debentures by the Company;</p> <p>(9)⁽¹¹⁾to resolve on the appointment, removal or non-renewal of the services of an accounting firm for the Company;</p> <p>(10)⁽¹²⁾to amend the Articles of Association;</p> <p>(13)to consider proposals submitted by shareholders representing more than five per cent. (5%) (including 5%) of voting shares of the Company;</p> <p>(14)other matters which are required by laws, administrative regulations and the Articles of Association to be resolved by the shareholders' general meeting.</p>
17	<p>Article 62</p> <p>A twenty (20) business days' (the day on which the Hong Kong Stock Exchange opens for securities trading) prior written notice for convening an annual general meeting, and a ten (10) business days' or fifteen (15) days' (whichever is the longer) prior written notice for convening an extraordinary general meeting, shall be given to notify all shareholders the matters to be considered, date and place of the meeting.</p>	<p>Article 60⁶²</p> <p>A twenty (20) business days' (the day on which the Hong Kong Stock Exchange opens for securities trading) (including the date the meeting notice is issued, but excluding the date the meeting is held, the same below) prior written notice for convening an annual general meeting, and a ten (10) business days' or fifteen (15) days' (whichever is the longer) prior written notice for convening an extraordinary general meeting, shall be given to notify all <u>registered</u> shareholders the matters to be considered, date and place of the meeting.</p>
18	<p>Article 63</p> <p>When the Company convenes an annual general meeting of the shareholders, shareholders holding more than three per cent. (3%) (including 3%), in aggregate or alone, of total voting shares of the Company are entitled to propose new resolutions to the Company in written form. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.</p>	<p>Article 61⁶³</p> <p>When the Company convenes an annual general meeting of the shareholders, shareholders holding more than <u>one</u> three per cent. (13³%) (including 13³%), in aggregate or alone, of total voting shares of the Company are entitled to propose new resolutions to the Company in written form <u>ten</u> (10) days before the meeting. The Company shall include those matters which are within the scope of duties of the general meeting into the agenda of such meeting.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
19	<p>Article 66</p> <p>“Notice of shareholders’ general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders. For the holders of Domestic Invested Shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such announcement, all Domestic Shareholders shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>Where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on 2 consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>Such power to dispose of the shares shall not be exercised unless the following requirements are fulfilled for shareholders of overseas listed foreign shares with whom it loses contact with:</p> <p>(1) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and</p> <p>(2) Upon expiry of the 12-year period, the Company publishes an announcement on the newspaper, stating its intention to dispose of the shares, and notifies the stock exchange.</p>	<p>Article 6466</p> <p>“Notice of shareholders’ general meetings shall be served on each shareholder (whether or not such shareholder is entitled to vote at the meeting), by personal delivery or prepaid airmail to the address of the shareholder as shown in the register of shareholders;, or, in compliance with the relevant <u>regulations of the laws, regulations and listing rules of the place where the Company's shares are listed</u>, by email or publishing on the website designated by the Company and the stock exchange where <u>the Company's shares are listed</u>. For the holders of Domestic Invested Shares, notice of the meetings may also be issued by way of public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one (1) or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such announcement, all Domestic Shareholders shall be deemed to have received the notice of the relevant shareholders’ general meeting.</p> <p>Where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on 2 consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>Such power to dispose of the shares shall not be exercised unless the following requirements are fulfilled for shareholders of overseas listed foreign shares with whom it loses contact with:</p> <p>(1) Dividends of such shares have been declared for at least three times within a 12-year period and the dividends have not been claimed by anyone during such period; and</p> <p>(2) Upon expiry of the 12-year period, the Company publishes an announcement on the newspaper, stating its intention to dispose of the shares, and notifies the stock exchange.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
20	<p>Article 79</p> <p>In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a casting vote.</p>	<p>Article 79</p> <p>All deleted.</p>
21	<p>Article 81</p> <p>The following matters shall be resolved by means of special resolution of the shareholders' general meeting;</p> <p>(1) increase or reduction of the Company's share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(2) issuance of debentures by the Company;</p> <p>(3) division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by means of a special resolution.</p>	<p>Article <u>7881</u></p> <p>The following matters shall be resolved by means of special resolution of the shareholders' general meeting;</p> <p>(1) increase or reduction of the Company's share capital and the issuance of shares of any class, warrants and other similar securities;</p> <p>(2) issuance of debentures by the Company;</p> <p>(3) division, merger, dissolution and liquidation of the Company;</p> <p>(4) amendment of the Articles of Association;</p> <p>(5) other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by means of a special resolution;</p> <p><u>(6) other matters stipulated in laws, administrative regulations and this Articles of Association.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
22	<p>Article 82</p> <p>Shareholders seeking to convene an extraordinary general meeting or a class meeting shall proceed in accordance with the following procedure:</p> <p>(1) two or more shareholders holding ten per cents (10%) or more of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisitions stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors shall as soon as possible proceed to do so.</p> <p>The shareholdings referred to shall be calculated as at the date of the delivery of the requisitions;</p> <p>(2) if the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, the requisitionists may themselves convene such a meeting in a manner as nearly as possible as where meetings are to be convened by the Board, provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the Board.</p> <p>Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.</p>	<p>Article 7982</p> <p>Shareholders seeking to convene an extraordinary general meeting or a class meeting shall proceed in accordance with the following procedure:</p> <p>(1) two or more shareholders holding, <u>individually or in aggregate</u>, ten per cent. -(10%) or more of the shares carrying the right to vote at the meeting sought to be held may, by signing one or more counterpart requisitions stating the object of the meeting, require the Board of Directors to convene an extraordinary general meeting or a class meeting. The Board of Directors <u>and the Supervisory Committee</u> shall as soon as possible proceed to do so <u>make a decision on whether to convene an extraordinary general meeting within ten (10) days after receiving the aforementioned written request.</u></p> <p>The shareholdings referred to shall be calculated as at the date of the delivery of the requisitions;</p> <p>(2) if the Board of Directors fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisition, <u>the Supervisory Committee shall convene in time.</u> If the Supervisory Committee fails to convene, the requisitionists, <u>individually or collectively holding more than ten per cent. (10%) of the Company's voting shares for more than ninety (90) consecutive days,</u> may themselves convene such a meeting in a manner as nearly as possible as where meetings are to be convened by the Board; provided that any meeting so convened shall not be convened after the expiration of four months from the date of receipt of the requisition by the Board.</p> <p>Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors <u>Board and Supervisory Committee</u> duly to convene a meeting shall be borne by the Company and shall be set off against any sums owed to the Directors in default by the Company.</p>

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No.	Current Articles of Association	Proposed amendments
23	<p>Article 83</p> <p>A shareholders' general meeting shall be convened by the Chairman of the Board of Directors who shall preside as the chairman of the meeting. If the Chairman is unable to attend the meeting for any reason, the Vice-Chairman of the Board of Directors shall convene and take the chair of the meeting. If both the Chairman and the Vice-Chairman of the Board of Directors are unable to attend the meeting, then a Director of the Company shall be recommended by more than half of the Directors to convene and take the chair of the meeting. If a chairman has not been designated, shareholders attending the meeting may elect a person to act as the chairman. If for any reason the shareholders cannot elect a chairman, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as the chairman.</p> <p>If the Board of Directors cannot perform or fails to perform the duties of convening a general meeting of the shareholders, the Supervisory Committee shall convene and preside over the meeting in a timely manner. If the Supervisory Committee does not convene and preside over the meeting, shareholders who hold more than 10% of the Company's shares individually or collectively for more than ninety (90) consecutive days may convene and preside over the meeting themselves.</p>	<p>Article 8083</p> <p>A shareholders' general meeting shall be convened <u>presided over</u> by the Chairman of the Board of Directors who shall preside as the chairman of the meeting. If the Chairman is unable to <u>perform duties</u>attend the meeting for any reason, the Vice-Chairman of the Board of Directors shall convene <u>and</u> take the chair of the meeting. If both the Chairman and the Vice-Chairman of the Board of Directors are unable to <u>perform duties</u>attend the meeting, then a Director of the Company shall be recommended by more than half of the Directors to convene and take the chair of <u>host</u> the meeting. If a host<u>chairman</u> has not been designated, to be <u>presided over by the Supervisory Committee and if not being presided over by the Supervisory Committee</u>, shareholders attending the meeting may elect a person to act as the host<u>chairman</u>. If for any reason the shareholders cannot elect a host<u>chairman</u>, the shareholder with the greatest number of voting shares present at the meeting whether in person or by proxy shall act as the <u>host</u>chairman.</p> <p>If the Board of Directors cannot perform or fails to perform the duties of convening a general meeting of the shareholders, the Supervisory Committee shall convene and preside over the meeting in a timely manner. If the Supervisory Committee does not convene and preside over the meeting, shareholders who hold more than 10% of the Company's shares individually or collectively for more than ninety (90) consecutive days may convene and preside over the meeting themselves.</p>
24	<p>Article 84</p> <p>The Chairman of a shareholders' general meeting shall be responsible for deciding whether or not a resolution has been carried. His decision shall be final and shall be announced at the meeting and recorded in the minutes.</p>	<p>Article 84</p> <p>All deleted.</p>

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No.	Current Articles of Association	Proposed amendments
25	<p>Article 86</p> <p>If votes are counted at a shareholder’s general meeting, the result of the count shall be recorded in the minute books.</p> <p>Minutes shall be kept in respect of all resolutions passed at a shareholder’s general meeting and signed by directors present at the meeting. The minutes, together with the shareholders’ attendance list and powers of attorney for attending by proxy, shall be kept at the domicile of the Company.</p>	<p>Article 8286</p> <p>If votes are counted at a shareholder’s general meeting, the result of the count shall be recorded in the minute books.</p> <p>Minutes shall be kept in respect of all resolutions passed at a shareholder’s general meeting and signed by <u>the host and</u> directors present at the meeting. The minutes, together with the shareholders’ attendance list and powers of attorney for attending by proxy, shall be kept at the domicile of the Company.</p>
26	<p>Article 88</p> <p>Those shareholders who hold different classes of shares are class shareholders. The Domestic Shareholders and Overseas Listed Shareholders are, among others, different class shareholders.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulation and the Company’s Articles of Association.</p>	<p>Article 8488</p> <p>Those shareholders who hold different classes of shares are class shareholders. The Domestic Shareholders and Overseas Listed Shareholders are, among others, different class shareholders <u>all ordinary shareholders</u> and are not subject to the <u>special procedures of this provision</u>.</p> <p>Class shareholders shall enjoy rights and assume obligations in accordance with law, administrative regulation and the Company’s Articles of Association.</p>

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No.	Current Articles of Association	Proposed amendments
27	<p>Article 89</p> <p>Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders' general meeting and by the class shareholders affected at separate shareholders' meetings convened in accordance with Articles 91 to 95 of the Articles of Association.</p> <p>If changes in domestic and overseas laws, administrative regulations, and listing rules of the place of listing and decisions made by domestic and overseas regulatory authorities in accordance with law result in changes or abrogation of the rights of class shareholders, no approval from the shareholders' general meeting or class shareholders meetings is required.</p> <p>The transfers of all or part of the shares held by the Domestic Shareholders of the Company to overseas investors and the overseas listing and trading of the shares, or the conversion of all or part of the Domestic Shares into Overseas Listed Shares and the listing and trading in overseas stock exchanges should not be considered as the Company's intention to change or abrogate the rights of class shareholders.</p>	<p>Article 8589</p> <p>Any proposal by the Company to vary or abrogate the rights conferred on any class shareholders must be approved by a special resolution of the shareholders' general meeting and by the class shareholders affected at separate shareholders' meetings convened in accordance with Articles 8791 to 905 of the Articles of Association.</p> <p>If changes in domestic and overseas laws, administrative regulations, and listing rules of the place of listing and decisions made by domestic and overseas regulatory authorities in accordance with law result in changes or abrogation of the rights of class shareholders, no approval from the shareholders' general meeting or class shareholders meetings is required.</p> <p>The transfers of all or part of the shares held by the Domestic Shareholders of the Company to overseas investors and the overseas listing and trading of the shares, or the conversion of all or part of the Domestic Shares into Overseas Listed Shares and the listing and trading in overseas stock exchanges should not be considered as the Company's intention to change or abrogate the rights of class shareholders.</p>
28	<p>Article 95</p> <p>The special procedure for approval by class shareholders shall not apply:</p> <p>(1) where the Company issues, either separately or concurrently, Domestic Shares and Overseas Listed Foreign Shares in numbers not exceeding twenty per cent (20%) of the number of Domestic Shares and Overseas Listed Foreign Shares then in issue respectively in any twelve (12) month period as approved by a special resolution of a shareholders' general meeting;</p> <p>(2) where the Company's plan for issuing Domestic Shares and Overseas Listed Foreign Shares upon its establishment is implemented within fifteen (15) months from the date of approval by the CSSCC.</p>	<p>Article 95</p> <p>All deleted.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
29	<p>Article 98</p> <p>The Board of Directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening shareholders' general meetings and to report on its work to the shareholders' general meeting;</p> <p>(2) to implement resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's business plans and investment proposals;</p> <p>(4) to formulate the Company's annual financial budget and final accounts;</p> <p>(5) to formulate the Company's profit distribution proposals and proposals for making up losses;</p> <p>(6) to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company;</p> <p>(7) to draft proposals for the merger, division or dissolution of the Company;</p> <p>(8) to decide on the establishment of the Company's internal management organisation;</p> <p>(9) to appoint or remove the Company's General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and the financial officers based on the recommendations of the General Manager, and to decide on their emoluments;</p> <p>(10) to formulate the Company's basic management system;</p>	<p>Article 9398</p> <p>The Board of Directors shall be accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening shareholders' general meetings and to report on its work to the shareholders' general meeting;</p> <p>(2) to implement resolutions of the shareholders' general meeting;</p> <p>(3) to decide on the Company's business plans and investment proposals;</p> <p>(4) to formulate the Company's annual financial budget and final accounts;</p> <p>(35)to formulate the Company's profit distribution proposals and proposals for making up losses;</p> <p>(46)to formulate proposals for the increase or reduction of the registered capital of the Company and proposals for the issuance of debentures of the Company;</p> <p>(57)to draft proposals for the merger, division or dissolution of the Company;</p> <p>(68)to decide on the establishment of the Company's internal management organisation;</p> <p>(79)to appoint or remove the Company's General Manager, and to appoint or remove the Deputy General Manager (or Deputy General Managers) and the financial officers based on the recommendations of the General Manager, and to decide on their emoluments;</p> <p>(84)to formulate the Company's basic management system;</p>

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No.	Current Articles of Association	Proposed amendments
	<p>(11)to formulate proposals for any amendment of the Articles of Association;</p> <p>(12)to decide on other major issues of the Company other than the matters to be resolved by the shareholders' meeting as stipulated by the Company Law and the Articles of Association, and to sign relevant important documents;</p> <p>(13)other functions and powers as authorised in the shareholders' meeting or as stipulated in the Articles of Association.</p> <p>Except in relation to items (6), (7), and (11) which require the affirmative vote of more than two-thirds of the Directors, resolutions on any other items may be approved vote of more than half of the Directors.</p> <p>Where the number of vacancy of Directors is not more than the number fixed by the Company Law of the People's Republic of China or not less than two-third of the number of Directors prescribed by the Articles of Association, any person to be appointed as a Director to fill a casual vacancy of the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election.</p> <p>When an external Director is performing the responsibilities of his office, the Company must provide him with the necessary information and documentation.</p> <p>Independent Directors may directly report circumstances to the shareholders' general meeting, the China Securities Regulatory Commission and other relevant authorities.</p>	<p>(9H)to formulate proposals for any amendment of the Articles of Association;</p> <p>(102)to decide on other major issues of the Company other than the matters to be resolved by the shareholders' meeting as stipulated by the Company Law and the Articles of Association, and to sign relevant important documents;</p> <p>(113)other functions and powers as authorised in the shareholders' meeting or as stipulated in the Articles of Association.</p> <p>Except in relation to items (46), (57), and (9H) which require the affirmative vote of more than two-thirds of the Directors, resolutions on any other items may be approved vote of more than half of the Directors.</p> <p>Where the number of vacancy of Directors is <u>lower than not more than</u> the number fixed by the Company Law of the People's Republic of China <u>or not less than two-third of the number of Directors prescribed by the Articles of Association,</u> before a new director is elected, <u>the original director shall still perform his duties as a director in accordance with relevant regulations until a new director is elected at the next general meeting of the shareholders</u> any person to be appointed as a Director to fill a casual vacancy of the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election.</p> <p>When an external Director is performing the responsibilities of his office, the Company must provide him with the necessary information and documentation.</p> <p>Independent Directors may directly report circumstances to the shareholders' general meeting, the China Securities Regulatory Commission and other relevant authorities.</p>

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No.	Current Articles of Association	Proposed amendments
30	<p>Article 102</p> <p>The Board of Directors shall hold at least two meetings each year, which shall be convened by the Chairman, and all Directors shall be notified ten (10) days prior to the convention of the meeting. When there is an emergency, an extraordinary board meeting can be convened when proposed by shareholders representing more than one tenth (1/10) of the voting rights, more than one third (1/3) of the Directors or Supervisory Committee, more than three (3) Directors, more than two (2) Independent Directors or the General Manager. The Chairman of the Board of Directors shall convene and preside over the Board meeting within ten (10) days after receiving the proposal.</p> <p>For any important matter subject to decision by the Board of Directors, all of the Executive Directors and external Directors must be given advance notice by the statutory time and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The Directors may demand that supplementary materials be provided. If one-quarter or more of the Directors or two (2) or more of the external Directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances the Board of Directors shall accept the proposal.</p>	<p>Article 97102</p> <p>The Board of Directors shall hold at least two meetings each year, which shall be convened by the Chairman, and all Directors <u>and Supervisors</u> shall be notified ten (10) days prior to the convention of the meeting. When there is an emergency, an extraordinary board meeting can be convened when proposed by shareholders representing more than one tenth (1/10) of the voting rights, more than one third (1/3) of the Directors or Supervisory Committee, more than three (3) Directors, more than two (2) Independent Directors or the General Manager. The Chairman of the Board of Directors shall convene and preside over the Board meeting within ten (10) days after receiving the proposal.</p> <p>For any important matter subject to decision by the Board of Directors, all of the Executive Directors and external Directors must be given advance notice by the statutory time and provided with sufficient information, and the meeting must be conducted in strict compliance with the prescribed procedures. The Directors may demand that supplementary materials be provided. If one-quarter or more of the Directors or two (2) or more of the external Directors believe that there is insufficient information or that the arguments are inconclusive, they may jointly propose that the Board meeting be postponed or that some of the matters to be discussed at the Board meeting be discussed at a later time. In such circumstances the Board of Directors shall accept the proposal.</p>

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No.	Current Articles of Association	Proposed amendments
31	<p>Article 104</p> <p>Meetings of the Board of Directors may be held only if more than half of the Directors attend.</p> <p>Each Director shall be entitled to one vote. Resolutions of the Board of Directors must be adopted by the affirmative vote of more than half of all the Directors.</p> <p>When the number of votes for and against a resolution is equal, the Chairman of the Board shall be entitled to one additional vote.</p> <p>The opinions expressed by an Independent Director shall be clearly recorded in the Board's resolutions. The Company's transactions with its affiliates must be endorsed by two (2) or more Independent Directors before they can become effective.</p> <p>A Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which the Director or any of his associates (as such terms is defined in the GEM Listing Rules) has a material interest nor shall such Director be counted in the quorum present at the same Board meeting.</p>	<p>Article 99104</p> <p>Meetings of the Board of Directors may be held only if more than half of the Directors attend.</p> <p>Each Director shall be entitled to one vote. Resolutions of the Board of Directors must be adopted by the affirmative vote of more than half of all the Directors.</p> <p>When the number of votes for and against a resolution is equal, the Chairman of the Board shall be entitled to one additional vote.</p> <p>The opinions expressed by an Independent Director shall be clearly recorded in the Board's resolutions. The Company's transactions with its affiliates must be endorsed by two (2) or more Independent Directors before they can become effective.</p> <p>A Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which the Director or any of his associates (as such terms is defined in the GEM Listing Rules) has a material interest nor shall such Director be counted in the quorum present at the same Board meeting.</p>

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No.	Current Articles of Association	Proposed amendments
32	<p>Article 124</p> <p>A person may not serve as a Director, Supervisor, General Manager or other senior management personnel (including secretary to the Board and the financial officers, similarly hereinafter) of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and the sentence is enforced for less than five (5) years or a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked due to violation of law and who are personally liable therefor, where less than three (3) years have elapsed since the date of the cancellation of the business licence;</p>	<p>Article 119124</p> <p>A person may not serve as a Director, Supervisor, General Manager or other senior management personnel (including secretary to the Board and the financial officers, similarly hereinafter) of the Company if any of the following circumstances apply:</p> <p>(1) a person who does not have or who has limited capacity for civil conduct;</p> <p>(2) a person who has been found guilty of for <u>committed</u> corruption, bribery, infringement of property or misappropriation of property or other crimes which destroy the social economic order, and the sentence is enforced for less than five (5) years or a person who has been deprived of his political rights and not more than five (5) years have lapsed since the sentence was served <u>and the person is sentenced to probation, it has not been more than two years since the expiration of the probation period;</u></p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation as a result of mismanagement and who was personally liable for the winding up of such company or enterprise, where less than three (3) years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;</p> <p>(4) a person who is a former legal representative of a company or enterprise the business licence of which was revoked <u>and the company was ordered to close</u> due to violation of law and who are personally liable therefor, where less than three (3) years have elapsed since the date of the cancellation of the business licence <u>and being ordered to close;</u></p>

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	<p>(5) a person who has a relatively large amount of debts which have become due and outstanding;</p> <p>(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five (5) years have lapsed from the date of such conviction.</p>	<p>(5) a person who has a relatively large amount of debts which have become due and outstanding <u>and is listed as a person subject to execution for breach of trust by the People's Court;</u></p> <p>(6) a person who is currently under investigation by the judicial authorities for violation of criminal law;</p> <p>(7) a person who, according to laws and administrative regulations, cannot act as a leader of an enterprise;</p> <p>(8) a person other than a natural person;</p> <p>(9) a person who has been adjudged by the competent authority for violation of relevant securities regulations and such conviction involves a finding that such person has acted fraudulently or dishonestly, where not more than five (5) years have lapsed from the date of such conviction;-</p> <p><u>(10)other situations stipulated by laws, administrative regulations and listing rules of stock exchange.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
33	<p>Article 141</p> <p>The Contract concerning the emoluments between the Company and its Directors or supervisors should provide that in the event that the Company is acquired, the Company's Directors and Supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>For the purposes of this Article, the acquisition of the Company includes any of the following:</p> <p>(1) an offer made by any person to the general body of shareholders;</p> <p>(2) an offer made by any person with a view to the offer or becoming a "controlling shareholder" within the meaning of Article 57 hereof.</p> <p>If the relevant Director or Supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant Director or Supervisor and shall not be paid out of such sum.</p>	<p>Article 136141</p> <p>The Econtract concerning the emoluments between the Company and its Directors or supervisors should provide that in the event that the Company is acquired, the Company's Directors and Supervisors shall, subject to the prior approval of shareholders in a general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>For the purposes of this Article, the acquisition of the Company includes any of the following:</p> <p>(1) offer made by any person to the general body of shareholders;</p> <p>(2) an offer made by any person with a view to <u>making the offerer</u> or becoming a "controlling shareholder" <u>or "actual controller"</u> within the meaning of Article 57 <u>55</u> hereof.</p> <p>If the relevant Director or Supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of such offer. The expenses incurred in distributing such sum on a pro rata basis amongst such persons shall be borne by the relevant Director or Supervisor and shall not be paid out of such sum.</p>
34	<p>Article 145</p> <p>The Company's financial reports and Directors' reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of shareholders' annual general meeting. Each shareholder shall be entitled to have a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall deliver or send to each Overseas Listed Shareholder by paid mail at the address registered in the shareholders register the afore-mentioned reports not later than twenty one (21) days before the date of an annual general meeting of the shareholders.</p>	<p>Article 140145</p> <p>The Company's financial reports and Directors' reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of shareholders' annual general meeting. Each shareholder shall be entitled to have a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall deliver or send to each Overseas Listed Shareholder by paid mail at the address registered in the shareholders register the afore-mentioned reports not later than twenty one (21) days before the date of an annual general meeting of the shareholders, <u>or by email or publishing on the website designated by the Company and the stock exchange where the Company's shares are listed, subject to the relevant procedures of the laws, regulations and listing rules of the place where the Company's shares are listed.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
35	<p>Article 148</p> <p>The Company shall publish its annual, biannual and quarterly financial reports in each fiscal year. Annual financial report shall be published within 3 months after the expiration of each fiscal year, biannual financial report shall be published within 45 days after the expiration of first half of each fiscal year, and quarterly report shall be published within 45 days after the expiration of each quarter.</p>	<p>Article 143148</p> <p>The Company shall publish its annual; biannual and quarterly <u>interim</u> financial reports in each fiscal year. Annual financial report shall be published within three <u>3(4)</u> months after the expiration of each fiscal year, biannual <u>interim</u> financial report shall be published within <u>three (3) months</u> 45 days after the expiration of first half <u>six (6) months</u> of each fiscal year; and quarterly report shall be published within 45 days after the expiration of each quarter.</p>
36	<p>Article 151</p> <p>Profits after tax of the Company shall be applied in the following order of priority:</p> <p>(1) to make up for losses;</p> <p>(2) allocation to the statutory common reserve fund;</p> <p>(3) allocation to the statutory common welfare fund;</p> <p>(4) allocate the arbitrary common reserve fund according to the resolution of general meeting;</p> <p>(5) payment of dividends for ordinary shares.</p> <p>The Board of Directors of the Company shall determine the specific proportion of distributed profit referred to from Item (2) to Item (5) in the Article, and submit to the shareholder's meeting for approval.</p> <p>The dividends shall not be distributed before making up the loss and withdrawing legal reserved fund and legal public welfare fund.</p>	<p>Article 146151</p> <p>Profits after tax of the Company shall be applied in the following order of priority:</p> <p>(1) to make up for losses;</p> <p>(2) allocation to the statutory common reserve fund;</p> <p>(3) allocation to the statutory common welfare fund;</p> <p>(34)allocate the arbitrary common reserve fund according to the resolution of general meeting;</p> <p>(45)payment of dividends for ordinary shares.</p> <p>The Board of Directors of the Company shall determine the specific proportion of distributed profit referred to from Item (2) to Item (4) <u>(45)</u> in the Article, and submit to the shareholder's meeting for approval.</p> <p>The dividends shall not be distributed before making up the loss and withdrawing <u>making provision for statutory common reserve fund</u> legal reserved fund and legal public welfare fund.</p>
37	<p>Article 154</p> <p>The corporate legal public welfare fund shall be employed in collective welfare of the staff.</p>	<p>Article 154</p> <p>All deleted.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
38	<p>Article 159</p> <p>The Company shall appoint recipient agents for the Overseas Listed Shareholders to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of the Overseas Listed Shares.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws of the place of listing or relevant rules of the securities exchanges.</p> <p>The receiving agent appointed on behalf of holders of H Shares shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>Article 159</p> <p>All deleted.</p>
39	<p>Article 163</p> <p>If there is a vacancy in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</p>	<p>Article 156163</p> <p>If there is a vacancy in the position of the accounting firm, the Board of Directors <u>is necessary to nominate a suitable accounting firm in a timely manner and recommend it to the shareholders meeting for approval of the appointment</u>may appoint an accounting firm to fill such vacancy before the convening of the general meeting. Any other accounting firm which has been appointed by the Company may continue to act during the period during which a vacancy arises.</p>
40	<p>Article 165</p> <p>The emolument of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The emolument of an accounting firm appointed by the Board of Directors which is to fill the vacancy shall be determined by the Board of Directors.</p>	<p>Article 158165</p> <p>The emolument of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The emolument of an accounting firm appointed by the Board of Directors which is to fill the vacancy shall be determined by the Board of Directors.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
41	<p>Article 166</p> <p>The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.</p> <p>Where a resolution is passed at a general meeting of shareholders to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint an accounting firm appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm leaving its post;</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association and its appendices.</p> <p>(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be read out at the meeting.</p> <p>(4) An accounting firm which is retired from its office shall be entitled to attend the following meetings:</p> <p>(i) the general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(iii) the general meeting which convened as a result of its voluntary resignation.</p>	<p>Article 159166</p> <p>The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities authority of the State Council.</p> <p>Where a resolution is passed at a general meeting of shareholders to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint an accounting firm appointed by the Board of Directors to fill a casual vacancy, or to remove an accounting firm before expiry of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or removal proposal shall be sent before notice of meeting is given to the shareholders to the firm proposed to be appointed or proposing to leave its post or the firm which has left its post in the relevant fiscal year. Reference as leaving herein includes leaving by removal, resignation and retirement.</p> <p>(2) If the accounting firm leaving its post makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall (unless the representations are received too late) take the following measures:</p> <p>(i) in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm leaving its post;</p> <p>(ii) attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association and its appendices.</p> <p>(3) If the Company fails to circulate the accounting firm's representations in the manner set out in sub-paragraph (2) above, such accounting firm may (in addition to its right to be heard) require that the representations be read out at the meeting.</p> <p>(4) An accounting firm which is retired from its office shall be entitled to attend the following meetings:</p> <p>(i) the general meeting at which its term of office would otherwise have expired;</p> <p>(ii) the general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(iii) the general meeting which convened as a result of its voluntary resignation.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
	<p>The leaving accounting firm has the right to receive all notices of, and other communications relating to, any such meeting as stipulated in clause (4) above, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.</p>	<p>The leaving accounting firm has the right to receive all notices of, and other communications relating to, any such meeting as stipulated in clause (4) above, and to speak at any such meeting which it attends on any part of the business of the meeting which concerns it as the former accounting firm of the Company.</p>
42	<p>Article 167</p> <p>Prior notice should be given to the accounting firm in advance if the Company decides to remove or not to renew appointment of such accounting firm. Such accounting firm shall be entitled to make representations at the general meeting. Where the accounting firm resigns from its position as the Company's auditors, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p> <p>(2) a statement of any such circumstances.</p> <p>Where an afore-mentioned written notice is deposited, the Company shall within fourteen (14) days send a copy of the notice to the relevant authority. If the notice contains a statement mentioned in item (2) of the preceding paragraph, the Company shall keep a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of the afore-mentioned statement by postage paid mail to each Overseas Listed Shareholder at the address registered in the shareholders register.</p> <p>Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the Board of Directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>	<p>Article 160167</p> <p>Prior notice should be given to the accounting firm in advance if the Company decides to remove or not to renew appointment of such accounting firm. Such accounting firm shall be entitled to make representations at the general meeting. Where the accounting firm resigns from its position as the Company's auditors, it shall make clear to the shareholders in a general meeting whether there has been any impropriety on the part of the Company.</p> <p>An accounting firm may resign its office by depositing at the Company's domicile a resignation notice which shall become effective on the date of such deposit or on such later date as may be stipulated in such notice and such notice shall include the following:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company;</p> <p>(2) a statement of any such circumstances.</p> <p>Where an afore-mentioned written notice is deposited, the Company shall within fourteen (14) days send a copy of the notice to the relevant authority. If the notice contains a statement mentioned in item (2) of the preceding paragraph, the Company shall keep a copy of such statement in the Company for examination by the shareholders. The Company shall also send a copy of the afore-mentioned statement by postage paid mail to each Overseas Listed Shareholder at the address registered in the shareholders register.</p> <p>Where the accounting firm's notice of resignation contains a statement in respect of the above, it may require the Board of Directors to convene a shareholders' extraordinary general meeting for the purpose of receiving an explanation of the circumstances connected with its resignation.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
43	<p>Article 171</p> <p>In the case of merger or division of the Company, the Board of Directors shall propose a proposal, and, upon approval in accordance with the procedures under the Articles of Association, deal with the relevant approval procedures pursuant to laws. A shareholder who objects to the proposal of merger or division shall have the right to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price.</p> <p>The resolutions relating to the merger or division of the Company shall be made into a special document available for inspection by the shareholders. For Overseas Listed Shareholders, the aforesaid document should be sent by mail to the addresses registered in the shareholders register.</p>	<p>Article 164171</p> <p>In the case of merger or division of the Company, the Board of Directors shall propose a proposal, and, upon approval in accordance with the procedures under the Articles of Association, deal with the relevant approval procedures pursuant to laws. A shareholder who objects to the proposal of merger or division shall have the right to demand the Company or the shareholders who consent to the proposal of merger or division to acquire such dissenting shareholders' shareholding at a fair price.</p> <p>The resolutions relating to the merger or division of the Company shall be made into a special document available for inspection by the shareholders. For Overseas Listed Shareholders, the aforesaid document should be sent by mail to the addresses registered in the shareholders register.</p>
44	<p>Article 172</p> <p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's merger resolution is passed, and shall publish an announcement at least three times in a newspaper within thirty (30) days. Creditors are entitled to claim full payment of the debts of the companies or require the provision of appropriate assurances within 30 days of receipt of the notice, or within 90 days of publication of the first notice if such creditors did not receive the notice. The companies may not be merged unless debts are fully paid or appropriate assurances are provided.</p> <p>After the merger, the rights against debtors and the indebtedness of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.</p>	<p>Article 165172</p> <p>The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's merger resolution is passed, and shall publish an announcement at least three times in a newspaper within thirty (30) days. Creditors are entitled to claim full payment of the debts of the companies or require the provision of appropriate assurances within <u>thirty (30)</u> days of receipt of the notice, or forty-five (45) 90 days of publication of the first notice if such creditors did not receive the notice. The companies may not be merged unless debts are fully paid or appropriate assurances are provided.</p> <p>After the merger, the rights against debtors and the indebtedness of each of the parties to the merger shall be inherited by the company which survives the merger or the newly established company.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
45	<p>Article 173</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's division resolution is passed, and shall publish an announcement at least three (3) times in a newspaper within thirty (30) days. Creditors are entitled to claim full payment of the company's debts or require the provision of appropriate assurances within 30 days of receipt of the notice, or within 90 days of publication of the first notice if such creditors did not receive the notice. The company may not be divided unless debts are fully paid or appropriate assurances are provided.</p> <p>Debts owing by the Company before the division shall be borne by the companies after the division in accordance with the relevant division agreement.</p>	<p>Article 166173</p> <p>Where there is a division of the Company, its assets shall be divided up accordingly.</p> <p>In the event of division of the Company, the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days from the date on which the Company's division resolution is passed, and shall publish an announcement at least three (3) times in a newspaper within thirty (30) days. Creditors are entitled to claim full payment of the <u>Company's</u> debts or require the provision of appropriate assurances within <u>thirty (30)</u> days of receipt of the notice, or within <u>forty-five (45)</u> 90 days of publication of the first notice <u>announcement</u> if such creditors did not receive the notice. The <u>Company</u> may not be divided unless debts are fully paid or appropriate assurances are provided.</p> <p>Debts owing by the Company before the division shall be borne <u>be agreed to undertake</u> by the companies after the division in accordance with the relevant division agreement <u>with the creditors. If no agreement is reached with creditors, the post-division company will be jointly and severally liable for the debts incurred before the division.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
46	<p>Article 175</p> <p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>(1) a resolution regarding the dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared insolvent due to its failure to repay debts as they become due;</p> <p>(4) the Company is ordered to close by law because of its break of laws and administrative regulations.</p>	<p>Article 168175</p> <p>The Company shall be dissolved and liquidated upon the occurrence of any of the following events:</p> <p>(1) a resolution regarding the dissolution is passed by shareholders at a general meeting;</p> <p>(2) dissolution is necessary due to a merger or division of the Company;</p> <p>(3) the Company is legally declared insolvent due to its failure to repay debts as they become due;</p> <p>(4) the Company is ordered to <u>revoke the business license, close by law or be revoked and required to be dissolved and liquidated by other laws and regulations,</u> because of its break of laws and administrative regulations.</p>
47	<p>Article 178</p> <p>The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish an announcement at least three times in the newspapers. A creditor shall, within thirty (30) days of receipt of the notice, or for creditors who have not received such notice, within ninety (90) days of the date of the first announcement, claim its rights to the liquidation committee.</p> <p>In claiming its rights, the creditor shall provide details about its creditor's rights and supporting documents. The liquidation committee shall register the creditor's rights.</p>	<p>Article 171178</p> <p>The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish an announcement at least three times in the newspapers. A creditor shall, within thirty (30) days of receipt of the notice, or for creditors who have not received such notice, within ninety <u>forty-five (45)</u> days of the date of the first announcement, claim its rights to the liquidation committee.</p> <p>In claiming its rights, the creditor shall provide details about its creditor's rights and supporting documents. The liquidation committee shall register the creditor's rights.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
48	<p>Article 180</p> <p>After categorising the Company's assets and preparing the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the relevant authority for confirmation.</p> <p>Should the corporate property be able to pay off the debts, it shall be paid off as follows: pay for liquidation expense, pay for staff wages, pay for labor insurance, pay for outstanding taxes, and pay off corporate debts.</p> <p>The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding.</p> <p>The Company shall not undertake any new business during the process of liquidation.</p>	<p>Article 173180</p> <p>After categorising the Company's assets and preparing the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a general meeting or to the relevant authority for confirmation.</p> <p>Should the corporate property be able to pay off the debts, it shall be paid off as follows: pay for liquidation expense, pay for staff wages, pay for labor insurance <u>social insurance fees and statutory compensation</u>, pay for outstanding taxes, and pay off corporate debts.</p> <p>The remaining property of the Company after payment has been made under the previous provision shall be distributed to its shareholders according to the class and proportion of their shareholding.</p> <p>The Company shall not undertake any new business during the process of liquidation.</p>
49	<p>Article 184</p> <p>Amendment of the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies approving authorities authorised by the State Council and the China Securities Regulatory Commission. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with laws.</p>	<p>Article 177184</p> <p><u>To amend this Articles of Association, the following procedures should be followed:</u></p> <p>(1) <u>the Board of Directors shall pass a resolution in accordance with this Articles of Association and formulate a plan to amend the Articles of Association;</u></p> <p>(2) <u>notify shareholders of the revised plan and convene a shareholders meeting for voting;</u></p> <p>(3) <u>amendments submitted to the shareholders meeting for voting shall be passed by special resolution.</u></p> <p>Amendment of the Articles of Association involving the contents of the Mandatory Provisions shall become effective upon receipt of approval from the companies approving authorities authorised by the State Council and the China Securities Regulatory Commission. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with laws.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
50	<p>Article 185</p> <p>The Company shall comply with the following principles for dispute resolution:</p> <p>(1) Whenever any disputes or claims of rights arise between: the Overseas Listed Shareholders and the Company; the Overseas Listed Shareholders and the Company's Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel; the Overseas Listed Shareholders and Domestic Shareholders, in relation to the affairs of the Company arising as a result of any rights or obligations under the Articles of Association, the Company Law or other relevant laws and administrative regulations, such disputes or claims of rights shall be referred by the relevant parties to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim of rights or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim of rights or whose participation is necessary for the resolution of such dispute or claim of rights, shall, where such person is the Company or the Company's shareholders, Directors, Supervisors, General Manager, Deputy General Manager or other senior management personnel, comply with the decisions made in the arbitration.</p> <p>Disputes in respect of the definition of shareholders and disputes in relation to the shareholders register need not be resolved by arbitration.</p> <p>(2) A claimant may elect for arbitration to be carried out either at the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or at the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim of rights to arbitration, the other party must conduct the arbitration at the arbitration institution selected by the applicant.</p> <p>If a claimant elects for arbitration to be carried out at the Hong Kong International Arbitration Centre, any party to the dispute or claim may apply for a hearing to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p>	<p>Article 185</p> <p>All deleted.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
	<p>(3) If any disputes or claims of rights arose under the situations as mentioned in paragraph (1) of this Article are to be settled by means of arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.</p> <p>(4) The judgement of the arbitration institution shall be final and conclusive and binding on all parties.</p>	
51	<p>Article 186</p> <p>Unless otherwise stipulated in the Articles of Association, the notices, information or written statements to the H Shareholders shall be delivered by courier or by mail, according to the address registered in the shareholders register (including address outside Hong Kong), to each H Shareholder. The notices to H Shareholders should be mailed in Hong Kong wherever possible. The newspapers and periodicals used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations. If the announcements are issued to Overseas Listed Shareholders in accordance with the Articles of Association, the relevant announcements should also be posted on newspapers and periodicals specified or required by the listing rules of Hong Kong Stock Exchange pursuant to the definition of “Newspaper Publication” contained in the said listing rules. The notices issued by the Company to Domestic Shareholders should be posted on one or more newspapers and periodicals specified by the securities regulatory authority of the State in the form of announcements. Once the announcements have been posted, all Domestic Shareholders are deemed to have received the relevant notices.</p>	<p>Article 178186</p> <p>Unless otherwise stipulated in the Articles of Association, the notices, <u>documents</u>, information or written statements issued <u>by the Company</u> to the H Sshareholders shall be delivered <u>in the following forms</u>:</p> <p>(1) <u>by courier or by mail</u>, according to the address of the shareholder registered in the shareholders register; (including address outside Hong Kong), to each H Shareholder.</p> <p>(2) <u>by mail, according to the address registered in the shareholders register, to each shareholder.</u> The notices to H Shareholders should be mailed in Hong Kong wherever possible; <u>;</u></p> <p>(3) <u>on the premise of complying with laws, administrative regulations and relevant regulations of the securities regulatory authorities and stock exchanges where the shares are listed, by email or publishing on the website designated by the Company and the stock exchange where the Company’s shares are listed; or</u></p> <p>(4) <u>by other means specified in this Articles of Association.</u></p>

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Current Articles of Association	Proposed amendments
		<p>The newspapers and, periodicals <u>and website</u> used to post the announcements in accordance with the Articles of Association should be those specified or required by the relevant State laws or administrative regulations, <u>listing rules of stock exchange and Articles of Association</u>. Once the Company sends or publishes the announcement, all relevant shareholders will be deemed to have received the relevant notices, documents, information or written statements on the day it is sent as published. If the announcements are issued to Overseas Listed Shareholders in accordance with the Articles of Association, the relevant announcements should also be posted on newspapers and periodicals specified or required by the listing rules of Hong Kong Stock Exchange pursuant to the definition of “Newspaper Publication” contained in the said listing rules. The notices issued by the Company to Domestic Shareholders should be posted on one or more newspapers and periodicals specified by the securities regulatory authority of the State in the form of announcements. Once the announcements have been posted, all Domestic Shareholders are deemed to have received the relevant notices.</p>
52	<p>Article 187</p> <p>In the Articles of Association, references to “accounting firm” shall have the same meaning as “auditors”.</p>	<p>Article <u>179</u>187</p> <p>In the Articles of Association, references to “accounting firm” shall have the same meaning as “auditors”. <u>The terms “general manager” and “deputy general manager” mentioned in this Articles of Association have the same meaning as “manager” and “deputy manager”, respectively. The “notices, documents, information or written statements issued to shareholders” as mentioned in this Articles of Association include but are not limited to the Board of Directors’ report and the issuer’s annual accounts together with the auditor’s report and (if applicable) financial summary report, interim report and (if applicable) interim summary report, meeting notice, listing documents, proxy form, application document, etc.</u></p>

NOTICE OF 2023 ANNUAL GENERAL MEETING



浙江升華蘭德科技股份有限公司
SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8106)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Shenghua Lande Scitech Limited* (the “**Company**”) will be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Thursday, 27 June 2024 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the independent auditor's report for the year ended 31 December 2023;
4. To consider and approve the profit after taxation appropriation plan and final dividend distribution plan for the year ended 31 December 2023;
5. To consider and approve the financial report for the year ended 31 December 2023 and the financial budget report for the year ending 31 December 2024;
6. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;
7. To consider and approve the appointment of Ms. Wu Lihui (吳麗輝) as an executive Director for a term from the date of the AGM to the date of expiry of the term of the current Board at the remuneration to be determined by the Board with reference to her responsibilities and performance of duties to the Company and the Board be and is hereby authorised to implement the terms of her service contract;

NOTICE OF 2023 ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTIONS

8. To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix II to the circular of the Company dated 29 May 2024 in relation to the AGM), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association;
9. To consider and approve that, subject to the approval of the China Securities Regulatory Commission and/or other relevant statutory authorities in the PRC and/or The Stock Exchange of Hong Kong Limited for the proposed issue, listing and dealing of new domestic shares (the “**Domestic Shares**”) and/or H shares (the “**H Shares**”, together with the Domestic Shares, collectively, the “**Shares**”) of the Company:
 - (1) the Board be and is hereby granted an unconditional general mandate to, separately or collectively, issue and deal with the Domestic Shares and/or H Shares and determine the terms and conditions of issuing in accordance with the status quo of the market during the period as permitted under the general mandate, including to decide on the class and number of the Shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the opening and closing date and time of such issue; the class and number of the Shares to be issued to current shareholders of the Company; and/or to make any proposals, enter into any agreements or grant any share options or conversion rights which may involve the exercise of the power mentioned above;
 - (2) the number of the Domestic Shares and/or H Shares, separately or collectively, issued and handled (whether or not by way of the exercise of share options, conversion rights or by any other means) in accordance with (1) above shall not exceed 20% of each of the Domestic Shares or H Shares in issue as at the date of passing of this resolution at the AGM, respectively (the “**20% Limit**”);
 - (3) the Board may within the relevant period make any proposals, enter into any agreements or grant any share options or conversion rights which need to or may need to exercise such rights after the expiry of the relevant period of this mandate;
 - (4) for the purposes of this resolution, the relevant period of this mandate means the period from the passing of this resolution at the AGM until the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required by the Articles of Association or other applicable laws to be held; or (iii) the resolution is revoked or varied in general meeting;

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (5) the Board be and is hereby authorised to increase the registered share capital and duly make such amendments to the Articles of Association as it thinks fit so as to reflect the new registered share capital and capital structure of the Company by reference to the manner of the issuance, class and number of the Shares issued, as well as the actual situation of the capital structure of the Company after such issuance;
- (6) the Board be and is hereby authorised to execute and do or procure to be executed and done, all such things as it may consider necessary in connection with the issue of the Shares under the general mandate so long as the same does not contravene laws, rules or listing rules of the stock exchanges on which the Company is listed, and the Articles of Association; and
- (7) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC, Securities Law of the PRC, regulations and/or listing rules of the stock exchanges on which the Company is listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant authorities are obtained.

By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

Hangzhou City, the PRC, 29 May 2024

Notes:

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both days inclusive), during which no transfer of the Shares will be registered. In order to be qualified to attend the AGM, all H Shares transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024 in order to be registered as a Member.
- (3) As regards the holders of the Domestic Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (4) As regards the holders of the H Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s H Share registrar, Hong Kong Registrars Limited, of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (6) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.

* For identification purposes only



浙江升華蘭德科技股份有限公司
SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8106)

**NOTICE OF 2024 FIRST DOMESTIC SHAREHOLDERS
CLASS MEETING**

NOTICE IS HEREBY GIVEN that the 2024 first class meeting (the “**Domestic Shareholders Class Meeting**”) of the holders of the domestic shares (the “**Domestic Shares**”) of nominal value of RMB0.10 each in Shenghua Lande Scitech Limited* (the “**Company**”) will be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Thursday, 27 June 2024 immediately after the conclusion or adjournment of the 2023 annual general meeting of the Company (which has been convened to be held at the same place and on the same date) for the following purpose:

AS SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix II to the circular of the Company dated 29 May 2024 in relation to the Domestic Shareholders Class Meeting), and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association.

By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

Hangzhou City, the PRC, 29 May 2024

Notes:

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Member who is the holder of two or more Domestic Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Domestic Shareholders Class Meeting. A proxy need not be a Member.
- (2) The register of Members will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both days inclusive), during which no transfer of the Domestic Shares will be registered.

NOTICE OF 2024 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

- (3) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's mailing address at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC not less than 24 hours before the time appointed for holding the Domestic Shareholders Class Meeting or any adjournment thereof.
- (4) Where there are joint holders of any Domestic Shares, any one of such persons may vote at the Domestic Shareholders Class Meeting either personally or by proxy, in respect of such Domestic Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Domestic Shareholders Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (5) It is expected that the Domestic Shareholders Class Meeting will last not more than half day. Members and their proxies attending the Domestic Shareholders Class Meeting shall bear their own travel and accommodation expenses.

** For identification purposes only*

NOTICE OF 2024 FIRST H SHAREHOLDERS CLASS MEETING



浙江升華蘭德科技股份有限公司
SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8106)

NOTICE OF 2024 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2024 first class meeting (the “**H Shareholders Class Meeting**”) of the holders of the H shares (the “**H Shares**”) of nominal value of RMB0.10 each in Shenghua Lande Scitech Limited* (the “**Company**”) will be held at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”) on Thursday, 27 June 2024 immediately after the conclusion or adjournment of the 2024 first class meeting of the holders of the domestic shares of the Company (which has been convened to be held at the same place and on the same date) for the following purpose:

AS SPECIAL RESOLUTION

To consider and approve the proposed amendments to the Articles of Association (the “**Articles of Association**”) of the Company (details of which are set out in Appendix II to the circular of the Company dated 29 May 2024 in relation to the H Shareholders Class Meeting), and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid amendments to the Articles of Association.

By order of the Board
Shenghua Lande Scitech Limited*
Wang Feng
Chairman and Chief Executive Officer

Hangzhou City, the PRC, 29 May 2024

Notes:

- (1) A member (the “**Member(s)**”) of the Company entitled to attend and vote at the H Shareholders Class Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Member who is the holder of two or more H Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the H Shareholders Class Meeting. A proxy need not be a Member.
- (2) The register of Members will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both days inclusive), during which no transfer of the H Shares will be registered. In order to be qualified to attend the H Shareholders Class Meeting, all H Shares transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Hong Kong Registrars Limited, of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024 in order to be registered as a Member.

NOTICE OF 2024 FIRST H SHAREHOLDERS CLASS MEETING

- (3) In order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company's H Share registrar, Hong Kong Registrars Limited, of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Shareholders Class Meeting or any adjournment thereof.
- (4) Where there are joint holders of any H Shares, any one of such persons may vote at the H Shareholders Class Meeting either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the H Shareholders Class Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Members in respect of such joint holding.
- (5) It is expected that the H Shareholders Class Meeting will last not more than half day. Members and their proxies attending the H Shareholders Class Meeting shall bear their own travel and accommodation expenses.

* *For identification purposes only*