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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Minth Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### MINTH GROUP LIMITED

### 敏實集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 425)**

**(1) PROPOSED RMB SHARE ISSUE  
UNDER SPECIFIC MANDATE  
(2) PROPOSED AMENDMENTS TO  
ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 22 of this circular.

The notice convening the EGM to be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 14 April 2021 at 10:00 a.m. is contained in this circular. Shareholders are advised to read the notice and to complete and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether you are able to attend the EGM or not, please complete and return the enclosed form of proxy to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person should you wish. Only Shareholders of record on 14 April 2021 are entitled to attend and vote at the EGM.

In light of the outbreak of the coronavirus disease 2019 ("COVID-19") pandemic, to safeguard the health and safety of Shareholders (as defined herein) and other participants of the EGM and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the EGM including, without limitation:

- (a) compulsory body temperature screening/checks;
- (b) mandatory use of surgical face masks;
- (c) mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM ("recent travel history"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
- (d) appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding; and
- (e) no refreshment or drinks will be provided at the EGM.

**For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**

19 March 2021

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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In light of the outbreak of the COVID-19 pandemic and in compliance with social distancing, personal and environmental hygiene, on the prevention of COVID-19, to safeguard the health and safety of Shareholders and other participants who might be attending the EGM in person, the Company will implement the following precautionary measures at the EGM:

1. There will be compulsory temperature screening/checks for all attendees at the EGM venue at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC. Any person with a body temperature above the usual body range, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be requested to leave the EGM venue.
2. Every attendee will be required to wear a surgical face mask before they are permitted to attend and throughout the EGM. All attendees are advised to sit at an appropriate distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
3. Attendees may be asked if (i) he/she has travelled overseas within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM.
4. No refreshments or drinks will be provided to attendees at the EGM.

Voting by proxy in advance of the EGM: In light of the continuing risks posed by the COVID-19 pandemic, for the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The deadline to submit completed forms of proxy is Monday, 12 April 2021 at 10:00 a.m. Completed forms of proxy must be returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the EGM as their proxy.

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## PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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Attendees are requested to observe and practise good personal hygiene at the times at the EGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Shareholders should check the Company's website at [www.minthgroup.com](http://www.minthgroup.com) for future announcements and updates on the EGM arrangements.

Appointment of proxy by Non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the EGM, please contact the Hong Kong branch share registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: +852 2862 8555  
Facsimile: +852 2865 0990  
Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors of the Company
“Company”	Minth Group Limited (敏實集團有限公司), a limited liability company incorporated in the Cayman Islands
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed RMB Share Issue, Specific Mandate and related matters (including proposed amendments to the Articles of Association)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Shares”	the existing ordinary Shares which are listed on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	16 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only, excludes Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan

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## DEFINITIONS

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“Regulatory Approvals”	the approvals or decisions from the relevant regulatory authorities and governmental departments in the PRC and Hong Kong (including but not limited to the CSRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the CSDC)
“RMB”	Renminbi, the lawful currency of the PRC
“RMB Share Issue”	the Company’s proposed issue of no more than 204,670,588 Shares, which will be listed on the Sci-Tech Board
“RMB Shares”	the ordinary Shares to be subscribed for in RMB by target subscribers in the PRC, to be listed on the Sci-Tech Board and traded in RMB
“Sci-Tech Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Sci-Tech Board Listing Rules”	the Rules Governing the Listing of Securities at the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Shareholders”	the holders of the Shares of the Company
“Shares”	the ordinary shares in the share capital of the Company with par value of HK\$0.10 each
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the EGM to allot and issue RMB Shares pursuant to the RMB Share Issue
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission
“US\$”	the lawful currency of the United States of America
“%”	per cent



**MINTH GROUP LIMITED**

**敏實集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 425)**

*Executive Directors:*

Wei Ching Lien (*Chairperson*)  
Chen Bin Bo (*Chief Executive Officer*)  
Chin Chien Ya

*Independent non-executive Directors:*

Wang Ching  
Yu Zheng  
Wu Tak Lung

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Room 904, 9/F  
Island Place Tower  
No. 510 King's Road  
North Point  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RMB SHARE ISSUE  
UNDER SPECIFIC MANDATE  
(2) PROPOSED AMENDMENTS TO  
ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the Company's announcements dated 1 December 2020 and 4 March 2021 in relation to, among others, the proposed RMB Share Issue, Specific Mandate and related matters (including proposed amendments to the Articles of Association).

The purpose of this circular is to provide you with details of the resolutions proposed to be considered and approved by you at the EGM and provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at these resolutions. Such resolutions and information are set out in this letter from the Board.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE RESOLVED AT THE EGM

#### 1. Resolution on the RMB Share Issue and the Specific Mandate

An ordinary resolution will be proposed at the EGM to approve the RMB Share Issue and the Specific Mandate subject to obtaining the necessary Regulatory Approvals.

Details of the proposed RMB Share Issue are set out as follows:

- (a) Class of RMB Shares : Ordinary shares to be subscribed for in RMB by the target subscribers (as stated below), to be listed on the Sci-Tech Board and traded in RMB. The RMB Shares and the Hong Kong Shares are of the same class.
- (b) Status of RMB Shares : The RMB Shares will rank *pari passu* with the existing Hong Kong Shares which are listed on the Hong Kong Stock Exchange with the same par value (HK\$0.10 each) and the same rights to voting, dividend and return of assets.
- (c) Number of RMB Shares to be issued : It is proposed that the initial number of RMB Shares to be issued (including the RMB Shares to be issued pursuant to the exercise of an over-allotment option if any) will not exceed 204,670,588 RMB Shares, representing no more than 15% of the total number of issued Shares as at 4 March 2021 as enlarged by the number of RMB Shares hereby proposed to be issued. The RMB Shares will all be new Shares, and there will be no conversion of the existing Shares. In terms of the number of RMB Shares to be issued under the over-allotment option, it will be up to 15% on top of the initial size of the issue of RMB Shares but subject always to the overall maximum number of RMB Shares to be issued shall not exceed 204,670,588.

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## LETTER FROM THE BOARD

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For the avoidance of doubt, given the overall cap on the total number of RMB Shares to be issued pursuant to the RMB Share Issue is 204,670,588, subject to market conditions the Board may decide not to have any over-allotment option and determine all 204,670,588 RMB Shares shall be issued under the initial offer of the RMB Share Issue.

The final issue size of the RMB Shares (including the initial issue size and the size of the over-allotment option, if any) shall be negotiated and determined by the Board as authorised by the general meeting of the Company, together with the sponsors and the underwriters subject to communication with the relevant securities regulatory authorities and market conditions. The number of RMB Shares to be issued will be adjusted if there are any stock dividend or conversion of capital reserve into share capital of the Company prior to the proposed RMB Share Issue.

- (d) Target subscribers : Qualified off-line investors as well as natural persons, legal persons, other institutional investors (except persons prohibited by PRC laws and regulations, rules and regulatory requirements) and such other target subscribers meeting the relevant qualification requirements of the CSRC, who maintain stock accounts with the Shanghai Stock Exchange. If any of the aforesaid target subscribers of the RMB Share Issue are connected persons of the Company, the Company will take reasonable measures to comply with the requirements of relevant regulatory authorities.
- (e) Method of issuance : The Company will adopt a combination of off-line placement and on-line subscription, or such other methods of issuance as approved by the relevant securities regulatory authorities in the PRC.

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## LETTER FROM THE BOARD

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- (f) Method of pricing : Upon passing the resolutions at the EGM, the Shareholders will authorise the Board to work with the underwriters to (i) determine the price range through marketing and preliminary price enquiries with potential investors; and (ii) finalise the offer price in accordance with the relevant laws and regulations and the rules of relevant securities regulatory authorities in the PRC.

To ensure the offer price is in the interests of the Company and the Shareholders as a whole, the Board and the underwriters will take into account (i) the operational and financial conditions of the Company; (ii) the average price-to-earning ratio of the automobile parts and related industries in the secondary market; (iii) the trading prices of the Hong Kong Shares on the Stock Exchange; (iv) the market conditions of the PRC stock markets; and (v) the applicable laws and regulations, when determining the final offer price.

In accordance with Cayman Islands laws, a share shall not be issued at a price below its par value. As the par value of the RMB Shares to be issued by the Company is HK\$0.10 each, the offer price of the RMB Shares shall not be lower than HK\$0.10 per RMB Share. Save for the above, there is no requirement on the minimum offer price of the RMB Shares.

- (g) Sponsor and underwriter : Huatai United Securities Co., Ltd.
- (h) Method of underwriting : Standby underwriting by the syndicate organised by the underwriters

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## LETTER FROM THE BOARD

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- (i) Use of proceeds : After deducting the issuance expenses, the proceeds of the RMB Share Issue are intended to be used for development of the Company's principal business. The Company plans to invest the funds raised from the RMB Share Issue in the following priority: expansion of product offering, production capacity of new products, R&D investment, acquisition projects, and replenishment of working capital. For further details, please refer to the sub-paragraph headed "6. Resolution on the use of proceeds from the RMB Share Issue" in this section.

If the actual funds raised from the RMB Share Issue exceed the actual fund required for the intended use of proceeds set out above, the Company will apply the surplus to the principal business and business development of the Company upon going through the necessary procedures in accordance with the relevant requirements. If the actual proceeds raised from the RMB Share Issue is insufficient for the above purposes, the Company will make up the shortfall with its own funds.

Prior to receiving the proceeds from the RMB Share Issue, the Company may support the relevant projects as stated in the sub-paragraph headed "6. Resolution on the use of proceeds from the RMB Share Issue" of this section with its own funds based on the actual progress of such projects. Upon receiving the proceeds, the Company will use such proceeds to reimburse the funds previously committed and then to cover for the outstanding investments needed for the above projects by the Group and to settle the remaining payment.

- (j) Distribution plan of accumulated profits before the issuance : After completion of the RMB Share Issue, the undistributed profits of the Company accumulated before the RMB Share Issue will be available for distribution to all the Shareholders, including the holders of RMB Shares and holders of Hong Kong Shares, pro-rated to their respective shareholding.

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## LETTER FROM THE BOARD

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The Company expects that declared dividends will need to be converted into RMB before distribution to the holders of RMB Shares and plans to open a designated account in the PRC for the remittance, conversion and payment of dividend payable to the holders of RMB Shares. The funds will be paid into such designated account, converted to RMB and then distributed to the holders of RMB Shares.

- (k) Place of listing of RMB Shares : The Sci-Tech Board.
- (l) Share registers : The RMB Shares will be registered on a separate register of members kept in the PRC (the “**PRC Register**”) and managed by CSDC, the share registrar of the RMB Shares for the Company. The RMB Shares will not be registered on the existing register of members of the Company maintained in Hong Kong (the “**Hong Kong Register**”).

The Hong Kong Register will continue to be kept in Hong Kong and will not include the details of the holders of RMB Shares.

Computershare Hong Kong Investor Services Limited will continue to serve as the Hong Kong share registrar for the Hong Kong Shares traded on the Hong Kong Stock Exchange.

Due to current PRC legal restrictions, no movement of Shares will be allowed between the Hong Kong Register and the PRC Register.

The RMB Shares will not be able to be moved outside of the PRC for trading in Hong Kong or to the Hong Kong Register.

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## LETTER FROM THE BOARD

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- (m) Share depositories : The RMB Shares will be deposited with CSDC.  
The Hong Kong Securities Clearing Company Limited (or its nominee or appointee) will continue to serve as the depository of the Hong Kong Shares traded on the Hong Kong Stock Exchange.
- (n) Non-fungibility between the RMB Shares and the Hong Kong Shares : The RMB Shares and the Hong Kong Shares will not be fungible.
- (o) Valid period of the resolutions : The Specific Mandate for the RMB Share Issue is proposed to be valid for 12 months from the date of approval at the EGM.

The issue of the RMB Shares pursuant to the RMB Share Issue is conditional upon: (1) the grant of the proposed Specific Mandate by the Shareholders to the Board having been obtained at the EGM; and (2) the necessary Regulatory Approval(s) for the RMB Share Issue having been obtained.

The Board may or may not proceed with the RMB Share Issue, depending on a number of factors nearer the time it is making a formal application for listing or, even after the application for listing is made. Such factors would include regulatory requirements, market conditions, the expected offer price of the RMB Shares, the fulfilment of the conditions precedent to the RMB Share Issue as set out above, the Company's actual capital needs and development strategies at the relevant time. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

After the RMB Share Issue and the listing of RMB Shares on the Sci-Tech Board, subject to the Articles of Association and exemptions from competent authorities, the Company will need to comply with laws, rules and regulations in the PRC including but not limited to Securities Law of the People's Republic of China (《中華人民共和國證券法》) (“**PRC Securities Law**”), the Sci-Tech Board Listing Rules and other applicable securities laws of the PRC, the Administrative Measures on Registration of Initial Public Offering of Shares on Sci-Tech Board (Trial Implementation) (《科創板首次公開發行股票註冊管理辦法(試行)》), the Measures on Ongoing Supervision over the Innovative Enterprises after Issuance of Shares or Depository Receipts (Trial Implementation) (《創新企業境內發行股票或存託憑證上市後持續監管實施辦法(試行)》) and Opinions on the Pilot Programs of Innovative Enterprises Issuing Stocks or Depository Receipts in China (《關於開展創新企業境內發行股票或存託憑證試點若干意見》) by the CSRC.

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## LETTER FROM THE BOARD

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### **2. Resolution on authorisation of the Board to exercise full powers to deal with matters relating to the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the authorisation of the Board to exercise full powers to deal with matters relating to the RMB Share Issue.

In accordance with relevant laws, regulations and regulatory requirements, as well as the Articles of Association, the proposed scope of authorisation includes without limitation:

- (1) Determine and implement, through negotiation with the underwriters, the specific plan for the RMB Share Issue based on the terms approved at the EGM and pursuant to the relevant requirements of securities regulatory authorities as well as the actual circumstances of the Company, including but not limited to the size of the issue, specific plan for the exercise of the over-allotment option, potential strategic placement (including proportion and investors), method of pricing, method of issuance, method of underwriting, time of issuance, target subscribers, material undertakings to be made by the Company and stock exchange in the PRC on which the RMB Shares are to be listed; and make corresponding adjustments (including the suspension and termination of the implementation of the plan and the change of stock exchange for listing of the RMB Shares, subject to the relevant requirements under the Listing Rules and Sci-Tech Board Listing Rules) to matters in relation to the specific plan for the RMB Share Issue, save for those matters required to be voted again at a general meeting under the requirements of the relevant laws, regulations, regulatory requirements, and the Articles of Association;
- (2) handle the matters in relation to the application for the RMB Share Issue, including but not limited to registration, filing, or obtaining approval or consent from the relevant governmental departments, domestic and overseas regulatory authorities, the Shanghai Stock Exchange and the CSDC;
- (3) draft, modify, supplement, sign, submit, publish, disclose, execute, suspend and terminate any agreements, contracts, announcement, circular or other documents related to the RMB Share Issue, including but not limited to the prospectus, sponsorship agreements, underwriting agreements, listing agreements and service contracts with intermediary organisations; affix the seal or embossing seal of the Company on relevant documents when necessary; engagement and changing of sponsors, underwriters, law firms, accounting firms and other intermediary organisations involved in the RMB Share Issue; and determining and paying the fees related to the RMB Share Issue;
- (4) make changes to the projects for which the proceeds are to be utilized and the use of proceeds pursuant to the opinion of the domestic and overseas regulatory authorities with respect to the application for, and approval of,

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## LETTER FROM THE BOARD

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the RMB Share Issue as well as the actual circumstances of the Company, including but not limited to the specific uses of (where applicable) the excess proceeds raised as a result of a higher final issue price of the RMB Share Issue and the proceeds raised from the exercise of the over-allotment option, and changes to the progress and proportion of investments of the proceeds utilized in the relevant projects, and to sign the material agreements or contracts in respect of such projects;

- (5) analyse, consider and substantiate the impacts of the RMB Share Issue on the Company's financial indicators and the Shareholders' immediate return in accordance with the requirements under relevant laws and regulations and of the relevant regulatory authorities; revise, enhance and implement relevant measures and policies, and take full responsibility for handling the relevant matters;
- (6) determine the specific account for the proceeds as required prior to the RMB Share Issue; and execute relevant documents;
- (7) modify or amend the relevant terms of the Company's internal management policies (where relevant) in connection with the RMB Share Issue;
- (8) handle the matters in relation to the share registration and settlement at the CSDC upon completion of the RMB Share Issue and in accordance with the undertakings of the Shareholders, including but not limited to the registration of share custody;
- (9) make corresponding adjustments to the RMB Share Issue and related matters pursuant to any new provisions in the regulations or policies in respect of the RMB Share Issue as promulgated by relevant securities regulatory authorities; and
- (10) handle and authorise the delegation of power to the chairman of the Board or the chief executive officer to handle (individually or collectively), any other matters in relation to the RMB Share Issue.

The authorisation shall be valid for 12 months from the date of approval at the EGM.

### **3. Resolution on the plan for distribution of profits accumulated before the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the following plan for distribution of profits accumulated before the RMB Share Issue.

Prior to the completion of the RMB Share Issue, the Company may distribute profits in accordance with the Articles of Association and relevant internal rules; after completion of the RMB Share Issue, the undistributed profits of the Company

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## LETTER FROM THE BOARD

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accumulated before the RMB Share Issue will be available for distribution to all the Shareholders, including the holders of RMB Shares and holders of Hong Kong Shares, pro-rated to their respective shareholding.

#### **4. Resolution on the policy for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the policy for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue.

To better protect the interests of the Shareholders, a policy for the stabilization of the price of the RMB Shares for the three years after the RMB Share Issue formulated in accordance with and subject to applicable laws and regulations in Hong Kong and the PRC, including the Opinions of the China Securities Regulatory Commission on Further Promoting the IPO System Reform (中國證監會關於進一步推進新股發行體制改革的意見) and the Securities and Futures Ordinance of Hong Kong, is proposed to be adopted by the Shareholders. The relevant details are set forth in Appendix I to this circular.

#### **5. Resolution on the profits distribution policy and the dividend return plan for the three years after the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the profits distribution policy and the dividend return plan for the three years after the RMB Share Issue.

The proposed profits and distribution policy and the dividend return plan is expected to work in tandem with the Group's current general dividend policy which is summarized as follows:

- (1) The Company shall, when recommending or declaring dividends, maintain adequate cash reserves for meeting its working capital requirements and needs for future growth as well as its share value in the long-run.
- (2) The declaration of dividend(s) and/or the amount of dividends (if any) that may be declared and distributed to the shareholders of the Company is subject to the discretion of the Board, the articles of association of the Company (as may be amended from time to time), all applicable laws and regulations and the factors set out below.
- (3) The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends: financial results; cash flow situation; availability of distributable profits; business conditions and strategies; future operations and earnings; development plans; cash requirements; capital requirements and expenditure

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## LETTER FROM THE BOARD

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plans; interests of shareholders as a whole; any restrictions on declaration and/or payment of dividends; and any other factors that the Board may consider relevant.

- (4) Depending on the financial conditions of the Group and the conditions and factors as set out above, the following dividends may be proposed and/or declared by the Board for a financial year or period: interim dividend; final dividend; special dividend; and any distribution of net profits that the Board may deem appropriate.
- (5) Any final dividend for a financial year shall be subject to shareholders' approval.
- (6) The Company may declare and pay dividends by way of cash or scrip or by any other means that the Board considers appropriate.
- (7) Any dividend unclaimed shall be forfeited and reverted to the Company in accordance with the constitutional documents of the Company and all applicable laws and regulations.

To further improve the profit distribution mechanism, ensure the stability of the profit distribution policy, enhance the transparency and operability of the profit distribution decisions and protect the interests of the Shareholders, a profit distribution policy and a dividend return plan for the three years after the RMB Share Issue are proposed to be adopted by the Shareholders in accordance with the relevant laws, regulations and regulatory requirements, including the PRC Securities Law (中國證券法), the Notice on Further Implementation of Cash Dividends of Listed Companies (關於進一步落實上市公司現金分紅有關事項的通知) and Guidelines No. 3 on the Supervision and Administration of Listed Companies — Distribution of Cash Dividends of Listed Companies (上市公司監管指引第3號 — 上市公司現金分紅). The relevant details are set forth in Appendix II to this circular. The Group's current general dividend policy does not cover or specify any dividend payout ratio.

The proposed profits and distribution policy and the dividend return plan is expected to work in tandem with the Group's current general dividend policy, save that all declaration of dividend will, under the new policy, be subject to shareholders approval. In case of any discrepancy between the current general dividend policy and the proposed profits and distribution policy and the dividend return plan, the new policy shall prevail after its adoption.

### **6. Resolution on the use of proceeds from the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the use of the proceeds to be raised from the RMB Share Issue.

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## LETTER FROM THE BOARD

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Since the issue price of the RMB Shares has yet to be determined, the total amount of proceeds from the RMB Share Issue cannot be determined as at the date of this circular. The net proceeds of the proposed RMB Share Issue are currently intended to be used for:

- (a) approximately 40% of the proceeds will be invested in the expansion of the offering of the Company's main products, including but not limited to automobile components made of new materials, and the transformation and upgrading of the Group's digital strategy;
- (b) approximately 15% of the proceeds will be invested in the capacity expansion of battery housing products to improve the global strategic layout of battery housing products;
- (c) approximately 10% of the proceeds will be used for innovative technology development projects, including but not limited to automotive smart exterior parts and automotive battery housing related products to enhance the technical reserves in related fields;
- (d) approximately 10% of the proceeds will be used for the potential acquisition of factories, vertical supply chain integration in the main business and horizontal business expansion, and
- (e) approximately 25% of the proceeds will be used to replenish working capital and general corporate purposes.

If the actual funds raised from the RMB Share Issue exceed the actual fund required for the intended use of proceeds set out above, the Company will apply the surplus to the principal business and business development of the Company. If the proceeds raised from the RMB Share Issue is insufficient for the above purposes, the Company will make up the shortfall with its own funds.

Prior to receiving the proceeds from the RMB Share Issue, the Company may support the relevant projects as stated above with its own funds based on the actual progress of such projects. Upon receiving the proceeds, the Company will use such proceeds to reimburse the funds previously committed and then to cover for the outstanding investments needed for the above projects by the Group and to settle the remaining payment.

### **7. Resolution on the remedial measures for the potential dilution of immediate returns by the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the remedial measures for the potential dilution of immediate returns by the RMB Share Issue.

To counter the potential dilution effect of the RMB Share Issue on the Shareholders' return for the current period, specific measures for such return are proposed to be approved by the Shareholders in accordance with applicable laws,

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## LETTER FROM THE BOARD

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regulations and regulatory requirements, including the Opinions of the General Office of the State Council on Further Strengthening the Work of Protection of the Legitimate Rights and Interests of Minority Investors in the Capital Markets (國務院辦公廳關於進一步加強資本市場中小投資者合法權益保護工作的意見) and the Announcement No. 31 [2015] of the CSRC — Guiding Opinions on Matters concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring (關於首發及再融資、重大資產重組攤薄即期回報有關事項的指導意見). The relevant parties shall make undertakings on the due implementation of such measures proposed to be adopted by the Company. The relevant details are set forth in Appendix III to this circular.

### **8. Resolution on the undertakings and the corresponding binding measures in connection with the RMB Share Issue**

An ordinary resolution will be proposed at the EGM to approve the Company's undertakings with respect to the RMB Share Issue and the corresponding binding measures.

To better protect the interests of the Shareholders, the Company will provide undertakings to be set out in the listing documents with respect to the RMB Share Issue and propose corresponding binding measures in the event of failure to perform the relevant undertakings in accordance with applicable laws, regulations and regulatory requirements, including the requirements of the securities regulatory authorities and other relevant authorities. Such undertakings will take effect upon the listing of the RMB Shares on the Sci-Tech Board. The relevant details are set forth in Appendix IV to this circular.

### **9. Resolution on the amendments to the Articles of Association**

A special resolution will be proposed at the EGM to approve, subject to and conditional upon the approval of the RMB Share Issue and the Specific Mandate as described in the above sub-paragraph headed “Resolution on the RMB Share Issue and the Specific Mandate”, the amendments to the Articles of Association as set forth in Appendix V to this circular (the “**Proposed Amendments**”) and the adoption of the amended and restated Articles of Association incorporating the Proposed Amendments.

Based on the reasons set out below and taking into account the actual circumstances of the Company, it is proposed that amendments be made to the Articles of Association as follows:

- (1) to cater for the RMB Shares to be issued, provisions relating to the issuance, listing, deposit, transfer and other matters relating to the RMB Shares are proposed to be added;
- (2) to satisfy the relevant requirements under the Sci-Tech Board Listing Rules that the overall level of investor protection offered by the Company should not be lower than what is required under the laws and regulations of the

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## LETTER FROM THE BOARD

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PRC, provisions relating to the respective authorities and duties of the Board and the general meetings of the Company, Shareholders' rights to convene general meetings and nominate candidates for election as Directors, the scope of matters to be approved by special resolutions at general meetings and other matters are proposed to be added or amended; and

- (3) to reflect the Company's latest corporate information and provisions relating thereto are proposed to be updated.

After the approval of the Proposed Amendments, the adoption of the amended and restated Articles of Association will take effect upon the listing of the RMB Shares on the Sci-Tech Board. Prior to that, the Articles of Association currently in force shall apply. The relevant details of the Proposed Amendments in English and Chinese respectively are set forth in Appendix V to the English and Chinese versions, respectively, of this circular. In case of any discrepancy between the Chinese and English versions of the amended and restated Articles of Association, the English version shall prevail.

### **10. Resolution on the adoption of policy governing the procedures for the holding of general meetings**

An ordinary resolution will be proposed at the EGM to approve the adoption of the policy governing the procedures for the holding of general meetings.

To satisfy the relevant requirements of laws, regulations and regulatory requirements in respect of the RMB Share Issue, including the Sci-Tech Board Listing Rules, a policy governing the procedures for the holding of general meetings of the Company is proposed to be approved by the Shareholders. Such policy will take effect upon the listing of the RMB Shares on the Sci-Tech Board. The relevant details are set forth in Appendix VI to this circular.

### **11. Resolution on the Adoption of Policy Governing the Procedures for the Holding of Board Meetings**

An ordinary resolution will be proposed at the EGM to approve the adoption of the policy governing the procedures for the holding of Board meetings.

To satisfy the relevant requirements of laws, regulations and regulatory requirements in respect of the RMB Share Issue, including the Sci-Tech Board Listing Rules, a policy governing the procedures for the holding of Board meetings is proposed to be approved by the Shareholders. Such policy will take effect upon the listing of the RMB Shares on the Sci-Tech Board. The relevant details are set forth in Appendix VII to this circular.

## LETTER FROM THE BOARD

### III. OTHER INFORMATION RELATED TO THE RMB SHARE ISSUE

#### (i) Impact of the RMB Share Issue on the shareholding structure of the Company

For reference and illustration purposes only, assuming that the initial issue size is 177,974,425 RMB Shares and the over-allotment option is 15% of the initial issue size (i.e. 26,696,163 RMB Shares) which in aggregate amounts to the maximum number of 204,670,588 RMB Shares which could be issued pursuant to the RMB Share Issue, and all are issued to public and there are no changes in the share capital of the Company after 4 March 2021 and prior to the completion of the RMB Share Issue, the shareholding structure of the Company as at 4 March 2021 and immediately after the completion of the RMB Share Issue are set out as follows:

	As at 4 March 2021		Immediately after the completion of the RMB Share Issue (assuming the initial issue size is 177,974,425 RMB Shares and no over-allotment option is exercised) (Note 3)		Immediately after the completion of the RMB Share Issue (assuming the initial issue size is 177,974,425 RMB Shares and the over-allotment option of 15% of the initial issue size is exercised in full) (Note 3)	
	Approximate percentage of the Company's	Approximate percentage of the Company's	Approximate percentage of the Company's	Approximate percentage of the Company's	Approximate percentage of the Company's	Approximate percentage of the Company's
	Number of Shares	issued share capital	Number of Shares	issued share capital	Number of Shares	issued share capital
RMB Shares to be issued under the proposed RMB Share Issue	—	—	177,974,425	13.30%	204,670,588	15.00%
<b>Hong Kong Shares</b>						
<i>Substantial Shareholder</i>						
— Minth Holdings Limited (Note 1) Director	450,072,000	38.80%	450,072,000	33.64%	450,072,000	32.99%
— Yu Zheng (Note 2)	1,010,000	0.09%	1,010,000	0.08%	1,010,000	0.07%
<b>Public</b>	<u>708,718,000</u>	<u>61.11%</u>	<u>708,718,000</u>	<u>52.98%</u>	<u>708,718,000</u>	<u>51.94%</u>
<b>Total:</b>	<u>1,159,800,000</u>	<u>100.00%</u>	<u>1,337,774,425</u>	<u>100.00%</u>	<u>1,364,470,588</u>	<u>100.00%</u>

*Notes:*

- As at 4 March 2021, Minth Holdings Limited was beneficially interested in 450,072,000 Shares. Minth Holdings Limited is wholly-owned by Mr. Chin Jong Hwa (“**Mr. Chin**”) and he is therefore deemed to be interested in the entire 450,072,000 Shares held by Minth Holdings. Since Ms. Wei Ching Lien (“**Ms. Wei**”) is the spouse of Mr. Chin, Ms. Wei is deemed to be interested in the 450,072,000 Shares in which Mr. Chin is deemed to be interested.
- As at 4 March 2021, Mr. Wei Wei (“**Mr. Wei**”) was beneficially interested in 1,010,000 Shares. Since Ms. Yu Zheng (“**Ms. Zheng**”) is the spouse of Mr. Wei, Ms. Zheng is deemed to be interested in the 1,010,000 Shares in which Mr. Wei is interested.
- Regardless of whether the over-allotment option is exercised in full, partially or not being exercised at all, the maximum number of RMB Shares to be issued under the RMB Share Issue (including the RMB Shares to be issued pursuant to the exercise of an over-allotment option,

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## LETTER FROM THE BOARD

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if any) will still be 204,670,588 RMB Shares. For the avoidance of doubt, given the overall cap on the total number of RMB Shares to be issued pursuant to the RMB Share Issue is 204,670,588, subject to market conditions the Board may decide not to have any over-allotment option and determine all 204,670,588 RMB Shares shall be issued under the initial offer of the RMB Share Issue.

As at 4 March 2021, according to the information publicly available to the Company, the public held no less than approximately 61.11% of the Shares issued by the Company. Assuming that the issue of all the 204,670,588 RMB Shares under the RMB Share Issue is approved and all are issued to persons who are not connected persons of the Company, the percentage of RMB Shares held by the public with respect to the total number of Shares after the issuance is expected to be approximately 15.00%, the percentage of Hong Kong Shares held by the public with respect to the total number of Shares after the issuance is expected to be approximately 51.94% and the percentage of Shares (both RMB Shares and Hong Kong Shares in aggregate) held by the public with respect to the total number of Shares after the issuance is expected to be approximately 66.94%.

As at the Latest Practicable Date, the Company had not entered or proposed to enter into any agreement in relation to subscription of RMB Shares with any connected persons of the Company.

### **(ii) Fund raising activities in the past twelve months**

The Company has not conducted any other fund raising activities involving issue of equity securities in the past twelve months prior to the Latest Practicable Date.

### **(iii) Application for Listing**

An application for the RMB Share Issue will be made to the Shanghai Stock Exchange. The Shanghai Stock Exchange, after approving the application, will apply to the CSRC for the registration of RMB Share Issue. The Company will make another application to the Shanghai Stock Exchange for the listing of, and permission to deal in, the RMB Shares on the Sci-Tech Board after the CSRC agrees with the registration and the public offering of the RMB Shares in the PRC has been completed. The RMB Shares will not be listed on the Hong Kong Stock Exchange.

### **(iv) Reasons for the RMB Share Issue**

The Board considers that the RMB Share Issue will enable the Company to access the PRC capital market by way of equity financing and improve its capital structure while maintaining its international development strategy. The Board considers that the proposed RMB Share Issue will enhance the corporate image of the Company, broaden the Company's fund raising channels, improve the Company's capital structure, and further strengthen the financial position of the Group and provide working capital to the Group.

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## LETTER FROM THE BOARD

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The Board considers that the RMB Share Issue is in line with the interests of the Company and the Shareholders as a whole, and is beneficial to strengthen the sustainable development of the Company.

**(v) Grant of waivers from strict compliance with certain provisions of the Listing Rules**

For the purpose of the RMB Share Issue, the Company has applied for, and the Hong Kong Stock Exchange has granted, the following waivers from strict compliance with the relevant provisions of the Listing Rules:

***(1) One-off waiver relating to no listing of the RMB Shares on the Hong Kong Stock Exchange***

As the RMB Shares will be of the same class as the Hong Kong Shares but will not be listed on the Hong Kong Stock Exchange, the Company has applied for, and the Hong Kong Stock Exchange has granted, a one-off waiver so that there is no need to seek listing of the RMB Shares to be issued under the proposed RMB Share Issue on the Hong Kong Stock Exchange under Rules 8.20 and 13.26 of the Listing Rules, on the following conditions:

- (a) Rule 6.12 of the Listing Rules is modified such that the requirement of obtaining the prior approval of shareholders for voluntary withdrawal of listing on the Hong Kong Stock Exchange by (i) at least 75% of the votes attaching to any class of listed securities held by holders voting either in person or by proxy at the meeting before voluntarily withdrawing its listing on the Hong Kong Stock Exchange; and (ii) the number of votes cast against the resolution is not more than 10% of the votes attaching to any class of listed securities held by holders permitted under Rule 6.12(1) of the Listing Rules to vote in person or by proxy at the meeting, shall apply to holders of the Hong Kong Shares only;
- (b) Rule 6.15 of the Listing Rules is modified such that references to shareholders in the Rule 6.15 shall be construed to mean holders of Hong Kong Shares only. The process for voluntary withdrawal of listing on the Hong Kong Stock Exchange should only involve and require approvals from the holders of Hong Kong Shares listed on the Hong Kong Stock Exchange;
- (c) Rule 13.36(2)(b) of the Listing Rules is modified such that the Shareholders (including both holders of Hong Kong Shares and holders of RMB Shares) can by ordinary resolution in a general meeting give a general mandate to the Directors under which (i) the aggregate number of Hong Kong Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued Hong Kong Shares as at the date of the resolution granting the general mandate; and (ii) the

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aggregate number of RMB Shares allotted or agreed to be allotted must not exceed 20% of the number of the issued RMB Shares as at the date of the resolution granting the general mandate; and

- (d) Rule 13.36(2)(b) of the Listing Rules is further modified such that the Shareholders (including both holders of Hong Kong Shares and holders of RMB Shares) can by ordinary resolution in general meeting give a repurchase mandate to the Directors under which (i) only the Hong Kong Shares may be repurchased; and (ii) the maximum number of Hong Kong Shares repurchased by the Company since the granting of the general mandate will be 10% of the number of the issued Hong Kong Shares as at the date of the resolution granting the repurchase mandate.

Given this is a one-off waiver for the RMB Share Issue only, the Company would need to apply for waiver from Rules 8.20 and 13.26 of the Listing Rules for any further issue of new RMB Shares.

### *(2) Waiver relating to corporate communications*

As the Company is not required to (i) seek an express and positive written confirmation from each holder of the RMB Shares that corporate communications may be made available using electronic means; and (ii) physically send a circular to the holders of the RMB Shares (as the publication of corporate communications, including circulars, on the websites of the Shanghai Stock Exchange and the Company and through other prescribed communication channels such as specified PRC newspapers would constitute effective delivery to the holders of the RMB Shares), the Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver so that the requirements relating to corporate communications under Rule 2.07A of the Listing Rules will apply only to the holders of Hong Kong Shares.

### *(3) Waiver relating to requirements for certification of transfers*

The transfers of RMB Shares on the Sci-Tech Board can be divided into trading transfers (meaning transfers pursuant to transactions conducted between two parties holding Shanghai Stock Exchange stock accounts through the paperless trading platform of the Shanghai Stock Exchange, which does not involve any certificate, temporary documents or split renounceable documents) and non-trading transfers (including share transfers due to inheritance, gift and property division, for which the relevant applicant must submit materials required by the CSDC to complete the transfer, and the CSDC, which will be the Company's share registrar of the RMB Shares and the keeper of the register of holders of the RMB Shares, will provide services of certifying transfers against certificates or temporary documents and splitting renounceable documents with respect to such non-trading transfers of the RMB Shares).

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## LETTER FROM THE BOARD

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As such, the Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver so that the requirements relating to certification of transfers to be completed within certain time frame under Rule 13.58 of the Listing Rules will apply only to the Hong Kong Shares and the non-trading transfers of the RMB Shares.

*(4) Waiver relating to requirements for securities registration services*

As the CSDC will provide securities registration services to holders of the RMB Shares, and there is no need for certificate replacement service given that the RMB Shares can be traded electronically on the Sci-Tech Board and will not require a share certificate to evidence title, the Company has applied for, and the Hong Kong Stock Exchange has granted, a waiver so that the requirements relating to securities registration services under Rules 13.59 and 13.60 of the Listing Rules will apply only to the Hong Kong Shares. To the best knowledge of the Company, the grant of the waiver would not impose undue risk to the Shareholders given the proposed RMB Share Issue is subject to Shareholders' approval at the EGM.

#### IV. THE EGM AND VOTING METHOD

The notice convening the EGM to be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 14 April 2021 at 10:00 a.m. is contained in this circular. Shareholders are advised to read the notice and to complete and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether you are able to attend the EGM or not, please complete and return the enclosed form of proxy to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person should you wish and in such event, the proxy shall be deemed to be revoked. Only Shareholders of record on 14 April 2021 are entitled to attend and vote at the EGM.

Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has any material interest in the RMB Share Issue and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the RMB Share Issue.

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## LETTER FROM THE BOARD

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### V. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Friday, 9 April 2021 to Wednesday, 14 April 2021 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for Shareholders no later than 4:30 p.m. on Thursday, 8 April 2021.

### VI. RECOMMENDATIONS

The Board considers that the resolutions mentioned above are in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of such resolutions at the EGM.

By Order of the Board  
**Minth Group Limited**  
**Wei Ching Lien**  
*Chairperson*

**MINTH GROUP LIMITED**

**POLICY FOR STABILIZATION OF THE PRICE OF RENMINBI ORDINARY  
SHARES (RMB SHARES) FOR THE THREE YEARS AFTER THE INITIAL PUBLIC  
OFFERING AND LISTING OF THE RMB SHARES ON THE SCIENCE AND  
TECHNOLOGY INNOVATION BOARD OF THE SHANGHAI STOCK EXCHANGE**

In light of Minth Group Limited’s (hereinafter referred to as the “**Company**”) proposal for the initial public offering and listing of Renminbi ordinary shares (hereinafter referred to as the “**RMB Shares**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company has formulated this policy for the stabilization of the price of the RMB Shares for the three years after the RMB Share Issue to protect the interests of the investors:

**1. Conditions for initiating the share price stabilization measures and conditions for suspending the share price stabilization measures**

*(1) Conditions for stabilization of share price*

Where the closing price of the RMB Shares has been lower than the latest audited net asset value per share (as adjusted for changes in the Company’s net assets or number of shares due to profit distribution, conversion of capital reserves into share capital, share allotment or placing etc.) for 20 consecutive trading days in the three years after the listing of RMB Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange, which is not due to force majeure events, the Company will, or will procure such other entities covered in this policy to, initiate price stabilization pursuant to the provisions in this policy.

*(2) Conditions for suspending the share price stabilization measures*

The share price stabilization measures will be suspended when the closing price of the RMB Shares has been higher than the latest audited net asset value per share for three consecutive trading days during (or before) the process of implementing such measures.

The share price stabilization measures will be initiated again if the conditions for initiating such measures are met again after completion or suspension of the previous round of share price stabilization measures.

**2. Main measures and procedures of price stabilization**

When the triggering condition herein is satisfied, the Company shall take all or part of the following measures to stabilize the price of the RMB Shares according to laws, regulations, regulatory requirements, the memorandum and articles of association of the Company (hereinafter referred to as the “**Articles of Association**”), and provisions in the relevant policies of the Company:

- (1) Without prejudice to the normal operations of the Company, and after being considered and approved by competent internal organization(s) pursuant to applicable laws, regulations and regulatory requirements, the Company will repurchase the RMB Shares from public shareholders;
- (2) When the condition for initiating share price stabilization measures is satisfied and the Company is unable to repurchase RMB Shares or the repurchase proposal is not approved at the Company’s board meeting or general meeting, the controlling shareholders of the Company shall submit a share purchase proposal to the Company within ten trading days after satisfaction of the abovementioned condition for initiating share price stabilization measures or announcement of the related resolutions of the general meeting, provided that the purchase of RMB Shares by the controlling shareholders of the Company shall not result in the following circumstances: (i) the Company being unable to meet statutory conditions for listing; and (ii) as a result of such purchase, a controlling shareholder of the Company could become obliged to make a mandatory offer in accordance with The Hong Kong Code on Takeovers and Mergers (the “**Takeover Code**”).
- (3) After taking the measures specified in paragraphs (1) and (2) above, if the closing price of the Company’s RMB Shares is still lower than the latest audited net asset value per share, the Company shall request its directors (except for independent non-executive directors) and senior management to increase their holding of RMB Shares (provided that they are qualified to buy RMB Shares);
- (4) Other means of price stabilization as specified by laws, regulations and regulatory requirements, or as permitted by the China Securities Regulatory Commission or the Shanghai Stock Exchange.

In the course of and after taking such share price stabilizing measures, the Company shall make sure that its shareholding structure shall always satisfy the listing conditions of the Main Board of The Stock Exchange of Hong Kong Limited and the Science and Technology Innovation Board of the Shanghai Stock Exchange.

**3. Repurchase of RMB Shares by the Company**

Repurchase of RMB Shares by the Company shall be in compliance with the laws and regulations of the Cayman Islands, the rules of the securities regulatory institutions and stock exchanges in the places of listing, as well as the Articles of Association. The board of the Company will formulate a detailed plan to stabilize the price of the RMB Shares within a reasonable period after the price of the RMB Shares triggers the condition for taking the stabilizing measures, and submit the plan to the board and/or the general meeting for approval. Specific repurchase plan shall be announced after the board and/or the general meeting resolve(s) to repurchase the RMB Shares.

After the general meeting and/or the board deliberate(s) and approve(s) the repurchase plan, the Company will inform the creditors according to applicable laws (if required), and submit relevant materials to securities regulatory departments, stock exchanges and other competent departments for approval or registration (if required).

The repurchase price of RMB Shares shall not exceed the latest audited net asset value per share (as adjusted for changes in the Company's net assets or number of shares due to profits distribution, conversion of capital reserves into share capital, share allotment or placing etc.). The means of repurchase shall be centralized biddings, offers or such other forms permitted by securities regulatory departments. If the price of RMB Shares no longer satisfies the triggering condition before implementing the repurchase plan, the Company does not need to proceed to implement such plan.

If the price of RMB Shares triggers the stabilizing measures specified in this policy for multiple times within an accounting year (excluding the situations where the closing price is still lower than the latest audited net asset value per share for 20 consecutive trading days during the period in which the Company takes share price stabilizing measures, or after the Company has announced its completion of the taking of the stabilizing measures), the Company shall take share price stabilizing measures separately in accordance with this policy, unless the circumstances specified in the repurchase plan for halting such share price stabilizing measures in such year occur. In the event that the condition for taking share stabilization measures is triggered in the next accounting year after the halt of the measures in a particular accounting year, the Company shall continue to take such measures pursuant to this policy.

The total funds used by the Company for share repurchase purpose shall not exceed the total proceeds. The total number of RMB Shares purchased in each repurchase transaction shall not exceed 1% of the number of total shares in the Company before such repurchase. The total number of RMB Shares purchased via repurchase transaction(s) within a single financial year shall not exceed 2% of the total number of shares in the Company after the RMB Share Issue.

**4. Purchase of RMB Shares by the controlling shareholders**

When the condition for initiating share price stabilization measures is satisfied and the Company is unable to repurchase RMB Shares or the repurchase proposal is not approved at the Company's board meeting or general meeting, the controlling shareholders of the Company shall submit a share purchase proposal to the Company within ten trading days after satisfaction of the abovementioned conditions for initiating share price stabilization measures or announcement of the related resolutions of the general meeting, provided that the purchase of RMB Shares by the controlling shareholders of the Company shall not result in the following circumstances: (i) the Company being unable to meet statutory conditions for listing; and (ii) as a result of such purchase, a controlling shareholder of the Company could become obliged to make a mandatory offer in accordance with the Takeover Code. After performing the disclosure and filing obligations, the controlling shareholders will purchase the RMB Shares in accordance with the applicable laws as well as the requirements including volume, price range and schedules set forth in the abovementioned proposal.

The amount of capital used by the controlling shareholders for any single share purchase transaction, or all share purchase transactions within 12 consecutive months, shall not exceed 50% of the total cash dividends received by such controlling shareholders since the RMB Share Issue. The share purchase price shall not be higher than 120% of the latest audited net asset value per share of the Company (if there is any conflict between the last sentence of this paragraph and either of the first two sentences thereof, the last sentence shall prevail).

The Company shall not provide the controlling shareholders with any fund for the purpose of purchasing the Company's RMB Shares.

**5. Increase in holding of RMB Shares by salaried directors (except independent non-executive directors) and senior management of the Company**

After completing the share price stabilizing measures in accordance with this policy, if the closing price of the RMB Shares is still lower than the latest audited net asset value per share, then without prejudice to the Company's shareholding structure which shall always satisfy the listing conditions, and in compliance with applicable laws and regulations in the places of listing, the salaried directors (except independent non-executive directors) and senior management of the Company shall increase holding of the RMB Shares within a reasonable period as requested by the Company.

If the salaried directors (except independent non-executive directors) and senior management of the Company purchase RMB Shares through bidding in the secondary market, the purchase price shall not be higher than 120% of the latest audited net asset value per share (as adjusted for changes in the Company's net assets or number of shares due to profit distribution, conversion of capital reserves into share capital, share allotment or placing etc.). However, if the price of RMB Shares no longer satisfies the

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**APPENDIX I                      POLICY FOR STABILIZATION OF THE PRICE OF THE RMB  
SHARES FOR THE THREE YEARS AFTER THE RMB SHARE ISSUE**

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triggering condition before such increase in holding, the salaried directors (except independent non-executive directors) and senior management of the Company is not required to take such share price stabilizing measures.

If the price of RMB Shares triggers the stabilizing measures specified in this policy for multiple times within one accounting year (excluding the situations where the closing price is still lower than the latest audited net asset value per share for 20 consecutive trading days during the period in which the salaried directors (except independent non-executive directors) and senior management of the Company take such share price stabilizing measures, or after the Company has announced the completion of the taking of such stabilizing measures), the Company can request the salaried directors (except independent non-executive directors) and senior management of the Company to take such share price stabilizing measures separately.

The amount of capital used by such director (except independent non-executive directors) or senior management for any single share purchase transaction, or all share purchase transactions within 12 consecutive months shall not exceed 50% of the after-tax remuneration received by such directors or senior management in the prior year from the Company. The share purchase price shall not be higher than 120% of the most recent audited net asset value per share of the Company (if there is any conflict between this last sentence and either of the first two sentences of this paragraph, the last sentence shall prevail).

The Company shall not provide the director (except independent non-executive directors) or senior management with any fund for the purpose of purchasing the Company's RMB Shares.

If the Company changes, or appoints new, directors (except for independent non-executive directors) and/or senior management within the three years after the RMB Share Issue, the Company shall, before they assume office, ask them to sign a letter of commitment to undertake to perform their obligations to stabilize the share price in accordance with this policy and to take the binding measures when they fail to fulfill such obligations under this policy pursuant to the commitment made.

In violation of the above-mentioned commitment, the Company will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments.

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**APPENDIX II PROFITS DISTRIBUTION POLICY AND DIVIDEND RETURN PLAN  
FOR THE THREE YEARS AFTER THE RMB SHARE ISSUE**

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**MINTH GROUP LIMITED**

**THE PROFITS DISTRIBUTION POLICY AND DIVIDEND RETURN PLAN FOR THE  
THREE YEARS AFTER THE INITIAL PUBLIC OFFERING AND LISTING OF  
RENMINBI ORDINARY SHARES (RMB SHARES) ON THE SCIENCE AND  
TECHNOLOGY INNOVATION BOARD OF THE SHANGHAI STOCK EXCHANGE**

To ensure the stability of profit distribution policy, further improve the transparency and operability of profit distribution decisions, and protect the investors' legitimate rights and interests, Minth Group Limited (hereinafter referred to as the "**Company**") has formulated this profit distribution policy and this dividend return plan for the three years after the initial public offering and listing of Renminbi ordinary shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the "**RMB Share Issue**") in accordance with the requirements under applicable laws, regulations, and regulatory requirements, including the Securities Law of the People's Republic of China, the Notice on Further Implementation of Cash Dividends of Listed Companies, Guidelines No. 3 on the Supervision and Administration of Listed Companies — Distribution of Cash Dividends of Listed Companies, and the Rules Governing the Listing of Securities on the Science and Technology Innovation Board of the Shanghai Stock Exchange, and articles of association of the Company (hereinafter referred to as the "**Articles of Association**") and the actual circumstances of the Company.

**I. Profits distribution policy**

**1. Profits distribution principle of the Company**

The Company shall implement a sustainable and stable profits distribution policy. The Company shall pay attention to the investors' reasonable return on investment and give consideration to the Company's sustainable development for its profit distribution. The board and the general meetings of the Company shall take full account of the opinions of independent non-executive directors and public investors during the consideration and decision-making processes in respect of the profit distribution policy.

**2. Forms of profit distribution of the Company**

The Company can distribute profits in cash, stock, the combination of cash and stock, or such other forms as permitted by laws, regulations and regulatory requirements. Cash dividend should be preferred for profits distribution where conditions therefor are satisfied.

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## APPENDIX II PROFITS DISTRIBUTION POLICY AND DIVIDEND RETURN PLAN FOR THE THREE YEARS AFTER THE RMB SHARE ISSUE

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### *3. Cash dividend conditions of the Company*

The Company shall satisfy the following conditions when distributing cash dividends:

- 1) The undistributed profits of the Company is positive; the profits and distributable profits (i.e. after-tax profits after the Company has covered the deficits and withdrawn the reserved funds) of the Company in the relevant year are positive; the Company's cash flow will still be able to meet the needs of going concern and long-term development after distributing cash dividends;
- 2) The auditor issues a standard unqualified audit report in respect of the financial statements of the Company for the relevant year;
- 3) The Company does not have any major investment plan or major cash expenditure (except the projects to be invested with proceeds raised from the RMB Share Issue) in the coming twelve months. Major investment plan or major cash expenditure means that the cumulative expenditure of the proposed development projects, investments, acquisitions of assets or equipment in the coming twelve months reaches or exceeds 10% of the Company's latest audited net asset value;
- 4) Such other cash dividend conditions specified in laws, regulations and regulatory requirements.

### *4. Proportion and time interval of cash dividends of the Company*

Upon satisfying the cash dividend conditions, the Company can distribute cash dividends once a year in principle. The profits to be distributed by the Company in the form of cash dividends shall not be lower than 10% of distributable profits realized in the relevant year.

The board of the Company shall take into account the industrial characteristics, development stage, business model, profitability, any major capital expenditure etc., distinguish the following situations, and formulate differentiated cash dividend policies according to the procedures specified in the Articles of Association after the cash dividend conditions are satisfied:

- 1) The proportion of cash dividends shall be at least 80% of the profits to be distributed when the Company's development is at a mature stage without major capital expenditure arrangement;
- 2) The proportion of cash dividends shall be at least 40% of the profits to be distributed when the Company's development is at a mature stage with major capital expenditure arrangement;

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## **APPENDIX II PROFITS DISTRIBUTION POLICY AND DIVIDEND RETURN PLAN FOR THE THREE YEARS AFTER THE RMB SHARE ISSUE**

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- 3) The proportion of cash dividends shall be at least 20% of the profits to be distributed when the Company's development is at a growing stage with major capital expenditure arrangement;
- 4) The above provision can be adopted if the Company's development stage cannot be determined but with major capital expenditure arrangement.

### ***5. Conditions for distributing stock dividends***

When the Company is in good business conditions, and the board considers that the Company's stock price does not match the scale of its share capital, the net asset value per share is too high, and the distribution of stock dividends is beneficial to the overall interests of the shareholders of the Company, the board can propose the implementation of the stock dividend distribution plan. Practical and reasonable factors such as the Company's growth and the dilution of net asset value per share shall be taken into account for the decision on stock dividend distribution.

### ***6. The decision-making procedures and mechanism of profits distribution***

The board of the Company will formulate a specific profits distribution plan of the Company in accordance with the profits distribution policy specified in this document, and submit it to a general meeting for approval. The profits distribution plan can be implemented only after being approved at a general meeting by way of an ordinary resolution.

### ***7. The decision-making procedures and mechanism of profit distribution policy adjustment***

When the Company considers it necessary to adjust or change the profit distribution policy, it shall submit the revised profit distribution policy to a general meeting for approval.

## **II. Dividend return plan for the three years after the listing of RMB Shares**

After completing the RMB Share Issue, the Company will pay further attention to the reasonable return on investment of investors, and give consideration to sustainable development of the Company in the future. Therefore, upon satisfying the cash dividend conditions, and on the basis that the Company can maintain its going concern and long-term development, the cumulative cash dividends to be distributed in the coming three years shall not be lower than 30% of the annual average distributable profits realized in these three years.

The Company is at a rapid development stage and will remain to be so in the next three years. Its continuous productivity expansion needs more capital investments. Meanwhile, the productivity expansion also leads to greater demand of working capital. Therefore, the Company needs to reserve sufficient cash to meet the needs of business development. Its undistributed profits will be used in the development of its principal business.

**MINTH GROUP LIMITED**

**REMEDIAL MEASURES FOR THE POTENTIAL DILUTION OF IMMEDIATE  
RETURNS BY THE INITIAL PUBLIC OFFERING AND LISTING OF RENMINBI  
ORDINARY SHARES (RMB SHARES) ON THE SCIENCE AND TECHNOLOGY  
INNOVATION BOARD OF THE SHANGHAI STOCK EXCHANGE**

Considering that the initial public offering and listing of Minth Group Limited's (hereinafter referred to as the "**Company**") shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the "**RMB Share Issue**") may lead to reduced immediate return of the investors, the Company has devised the following measures to compensate for the diluted immediate return in accordance with applicable laws, regulations and regulatory requirements, including the Opinions of the General Office of the State Council on Further Strengthening the Work of Protection of the Legitimate Rights and Interests of Minority Investors in the Capital Markets (G.B.F. [2013] No. 110) and the Announcement No. 31 [2015] of the CSRC — Guiding Opinions on Matters concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring:

**I. The Company's measures to compensate for the diluted immediate return after the RMB Share Issue**

The Company undertakes to improve its profitability and profit level through the following measures, so as to compensate for the diluted immediate return and enhance its ability to provide consistent returns.

- 1. Having considered the characteristics of the industry, the Company will continue to increase investments in research and development, develop its principal business actively, and strengthen its sustainable profitability*

After completing the RMB Share Issue, the Company will have its capital structure strengthened, size of net assets expanded and asset-liability ratio reduced, and so its risk-resistance capacity and business sustainability will be enhanced. On such basis, the Company will use the proceeds raised to actively develop its principal business, expand its market share, strengthen its sustainable profitability and improve its shareholder return.

- 2. Continuously enhancing corporate governance, strengthening internal control, and providing institutional safeguards for development*

The Company will continuously enhance its corporate governance structure, make efforts to strengthen its internal control, improve and optimize business management and investment decision-making procedures, and improve daily business efficiency. The Company will also ensure that its shareholders can fully exercise their rights, the board of directors can exercise its functions and powers, and make scientific, prompt and prudent decisions in accordance with the provisions in laws, regulations, and the

Articles of Association of the Company, and the independent non-executive directors can perform duties diligently and protect the overall interests of the Company, especially the legitimate rights and interests of public shareholders.

**3. *Expediting the progress of investment projects and improving capital utilization efficiency***

The proceeds raised from the RMB Share Issue shall be invested in projects related to the Company's principal business, which are considered to be consistent with the development strategies of the Company and the national policies applicable to the industry and have good market prospect and economic benefit. Once the proceeds are available, the Company will continue to expedite the progress of investment in and development of such projects. Meanwhile, the Company will also strictly implement the measures for managing the proceeds raised so as to strengthen the management of such proceeds, ensure that the proceeds will be applied to their intended uses, avoid risk of misusing the proceeds raised, and safeguard the investors' interests.

**4. *Perfecting profits distribution policy and optimizing investment return mechanism***

The Company shall formulate its "Profit Distribution Policy and Dividend Return Plan for the Three Years after the Initial Public Offering and Listing of Renminbi Ordinary Shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange". After completing the RMB Share Issue, the Company shall strictly enforce the relevant provisions in this policy and, after considering its business circumstances and development plans and when the relevant conditions are satisfied, actively expedite the distribution of profits and cash dividends to investors and endeavor to improve the return to shareholders.

**II. Binding measures should the commitments be violated**

The Company will take active measures to compensate for the diluted immediate return. If it violates the relevant commitments, it will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments. In the meantime, the Company shall make supplementary or substitutive commitments to the investors, so as to protect the investors' interests to the greatest extent possible. Such supplementary or substitutive commitments shall be fulfilled after being deliberated and approved at a general meeting.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON STABILIZING THE PRICE OF  
THE COMPANY'S RENMINBI ORDINARY SHARES**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange, and to protect investors’ interests, the Company hereby makes the following commitments in accordance with the relevant provisions in the Opinions on Further Promoting the Reform of the Initial Public Offering System of the China Securities Regulatory Commission.

The Company will strictly enforce the relevant provisions in its Policy for Stabilization of the Price of Renminbi Ordinary Shares (RMB Shares) for the Three Years after the Initial Public Offering and Listing of the RMB Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange.

In violation of the above-mentioned commitment, the Company will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfil Relevant Commitments.

## MINTH GROUP LIMITED

**LETTER OF COMMITMENT ON REMEDIAL MEASURES FOR  
THE POTENTIAL DILUTION OF IMMEDIATE RETURNS BY  
THE INITIAL PUBLIC OFFERING AND LISTING OF  
RENMINBI ORDINARY SHARES (RMB SHARES) ON  
THE SCIENCE AND TECHNOLOGY INNOVATION BOARD OF  
THE SHANGHAI STOCK EXCHANGE**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) by Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”) may lead to reduced immediate return of the investors, the Company hereby undertakes to enhance its operations and increase its future revenues to compensate for the diluted immediate return through taking the following measures in accordance with applicable laws, regulations and regulatory requirements, including the Opinions of the General Office of the State Council on Further Strengthening the Work of Protection of the Legitimate Rights and Interests of Minority Investors in the Capital Markets (G.B.F. [2013] No. 110) and the Announcement No. 31 [2015] of the CSRC — Guiding Opinions on Matters concerning the Dilution of Immediate Return in Initial Public Offering, Refinancing and Material Asset Restructuring:

**1. Actively develop its principal business, and strengthen its sustainable profitability**

After completing the RMB Share Issue, the Company will have its capital structure strengthened, size of net assets expanded and asset-liability ratio reduced, and so its risk-resistance capacity and business sustainability will be enhanced. On such basis, the Company will use the proceeds raised to actively develop its principal business, expand its market share, strengthen its sustainable profitability and improve its shareholder return.

**2. Continuously enhancing corporate governance, strengthening internal control, and providing institutional safeguards for development**

The Company will continuously enhance its corporate governance structure, make efforts to strengthen its internal control, improve and optimize business management and investment decision-making procedures, and improve daily business efficiency. The Company will also ensure that its shareholders can fully exercise their rights, the board of directors can exercise its functions and powers, and make scientific, prompt and prudent decisions in accordance with the provisions in laws, regulations, and the Memorandum and Articles of Association of the Company, and the independent non-executive directors can perform duties diligently and protect the overall interests of the Company, especially the legitimate rights and interests of public shareholders.

**3. Expediting the progress of investment projects and improving capital utilization efficiency**

The proceeds raised from the RMB Share Issue shall be invested in projects related to the Company's principal business, which are considered to be consistent with the development strategies of the Company and the national policies applicable to the industry, and have good market prospect and economic benefit. Once the proceeds are available, the Company will continue to expedite the progress of investment in and development of such projects. Meanwhile, the Company will also strictly implement the measures for managing the proceeds raised so as to strengthen the management of such proceeds, ensure that the proceeds will be applied to their intended uses, avoid risk of misusing the proceeds, and safeguard the investors' interests.

**4. Perfecting profits distribution policy and optimizing investment return mechanism**

The Company shall formulate its "Profit Distribution Policy and Dividend Return Plan for the Three Years after the Initial Public Offering and Listing of Renminbi Ordinary Shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange". After completing the RMB Share Issue, the Company shall strictly enforce the relevant provisions in such policy and, after considering its business circumstances and development plans and when the relevant conditions are satisfied, actively expedite the distribution of profits and cash dividends to investors, and endeavour to improve the return to shareholders.

If the Company violates the above-mentioned commitments, it will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments. In the meantime, the Company will make supplementary or substitutive commitments to the investors, so as to protect the investors' interests to the greatest extent possible. Such supplementary or substitutive commitments shall be fulfilled after being deliberated and approved at a general meeting.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON PROFIT DISTRIBUTION POLICY**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments in respect of its Profit Distribution Policy and Dividend Return Plan for the Three Years after the Initial Public Offering and Listing of Renminbi Ordinary Shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange as deliberated and approved at a general meeting of the Company:

The Company will implement the profit distribution policy strictly in accordance with the Notice on Further Implementation of Cash Dividends of Listed Companies, its Articles of Association, and its Profit Distribution Policy and Dividend Return Plan for the Three Years after the Initial Public Offering and Listing of Renminbi Ordinary Shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange after the RMB Share Issue.

In violation of the above-mentioned commitment, the Company will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON SHARE REPURCHASE**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company has made relevant commitments on share repurchase in respect of legal liability for compensation, non-fraudulent issuance and listing, and share price stabilization. To realize such commitments, the Company hereby makes the following commitments:

1. If securities regulatory departments or other competent departments determine that there is any misrepresentation, misleading statement or material omission in the contents contained in the prospectus for the RMB Share Issue such that there is a material and substantial impact on determining whether the Company meets the conditions for issuance as specified in laws, and the Company has obtained registration of the issuance by fraud and has the shares listed, the Company hereby undertakes to repurchase all new shares issued under the RMB Share Issue. The Company will refund the investors, who have paid the share subscription fee, the share subscription fee plus the interest otherwise accrued from bank deposits during the same period.
2. When the triggering condition for stabilizing the share price as specified in the Company’s Policy for Stabilization of the Price of Renminbi Ordinary Shares (RMB Shares) for the Three Years after the Initial Public Offering and Listing of the RMB Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange is satisfied, the Company will perform its obligations to repurchase the shares in accordance with the provisions in such policy.

In violation of the above-mentioned commitment, the Company will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON REPURCHASE OF THE SHARES LISTED  
BY FRAUDULENT MEANS**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments on repurchase of the shares listed by fraud:

1. The Company undertakes that the RMB Share Issue is not fraudulent.
2. If the Company obtains registration of the issuance by fraud, and has issued and listed shares when it does not meet the conditions for issuance and listing, the Company will start share repurchase procedures to repurchase all new shares issued under the RMB Share Issue within 5 working days after being confirmed by the China Securities Regulatory Commission and other competent departments.

## MINTH GROUP LIMITED

## LETTER OF COMMITMENT ON LEGAL LIABILITY FOR COMPENSATIONS

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments:

1. Contents contained in the prospectus for the RMB Share Issue have no misrepresentation, misleading statement or material omission, and the Company be liable for the authenticity, accuracy and completeness of the contents contained in the prospectus.
2. If the China Securities Regulatory Commission or other competent departments determine(s) that there is any misrepresentation, misleading statement or material omission in the contents contained in the prospectus such that there is a material and substantial impact on determining whether the Company meets the conditions for issuance as specified in laws, and the Company has obtained registration of the issuance by fraud and has the shares listed, the Company hereby undertakes to repurchase all new shares issued under the RMB Share Issue.
3. In case any misrepresentation, misleading statement or material omission in the contents contained in the prospectus leads to any losses of investors in securities transactions, the Company will compensate for their losses in accordance with laws. The specific procedures are as follows:
  - (1) When securities regulatory departments or other competent departments determine that there is any misrepresentation, misleading statement or material omission in the contents contained in the prospectus such that the Company shall be liable, the Company will initiate relevant procedures to compensate for the losses of investors within five working days after receiving such written confirmation;
  - (2) The Company will actively communicate and negotiate with relevant intermediaries and investors to confirm the scope, sequence, amount and form of compensation;
  - (3) After confirming the compensation amount through the above-mentioned method, or by securities regulatory departments or other competent departments, the Company will make compensation in the form confirmed through the above-mentioned method or such other forms required by laws.

In violation of the above-mentioned commitment, the Company will undertake corresponding obligations in accordance with its Letter of Commitment on Binding Measures when Failing to Fulfill Relevant Commitments.

## MINTH GROUP LIMITED

LETTER OF COMMITMENT ON BINDING MEASURES WHEN FAILING TO  
FULFILL RELEVANT COMMITMENTS

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments on the fulfillment of various commitments made by it during the course of the RMB Share Issue:

1. All public commitments made by the Company in the course of the RMB Share Issue (hereinafter referred to as “**Commitments**”) are true and binding on the Company. The Company voluntarily accepts the supervision by regulatory authorities, self-regulatory organizations and the public. The Company will perform all obligations and take all responsibilities under the Commitments strictly.
2. If the Company fails to fulfill the Commitments fully and effectively for reasons except force majeure, the Company hereby undertakes to adopt the following binding measures:
  - (1) Take corresponding remedial measures or making new commitments (such commitments shall be approved and disclosed in accordance with laws, regulations, regulatory requirements, the Memorandum and Articles of Association of the Company, and the provisions in relevant internal control policy of the Company);
  - (2) Within 30 days after securities regulatory departments or other competent departments determine that the Company breaks or fails to fulfill the Commitments, or 30 days after determining that the investors suffer losses in securities transactions because of the Company’s breaking of or failure to fulfill the Commitments, the Company will compensate for the losses of the investors in accordance with laws. The compensation amounts shall be negotiated and confirmed by and between the Company and the investors, or decided or determined by means as permitted by securities regulatory departments or other competent departments.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON APPLICABLE LAW AND COMPETENT COURT**

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments on the applicable law and competent court for the RMB Share Issue:

1. Any dispute arising from the RMB Share Issue shall be governed by the laws of the People’s Republic of China (excluding Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan) (hereinafter referred to as “**China**”), and be adjudicated by competent courts in China.
2. The Company will not raise any objection to the above-mentioned applicable law and competent court.

**MINTH GROUP LIMITED**

**LETTER OF COMMITMENT ON THE CONSISTENCY BETWEEN THE  
ELECTRONIC APPLICATION DOCUMENTS AND THE ORIGINALS**

To the Shanghai Stock Exchange:

Minth Group Limited hereby undertakes that the electronic version of its Application Documents for the Initial Public Offering and Listing of Renminbi Ordinary Shares (RMB Shares) on the Science and Technology Innovation Board of the Shanghai Stock Exchange submitted to you is consistent with the original, that there is no misrepresentation, misleading statement or material omission in such documents, and that it shall undertake legal liabilities for their authenticity, accuracy and completeness.

**MINTH GROUP LIMITED****LETTER OF COMMITMENT ON NO INFLUENCE ON AND  
INTERFERENCE WITH THE VETTING PROCESS**

To the Shanghai Stock Exchange:

Taking into account the initial public offering and listing of Renminbi ordinary shares (RMB Shares) of Minth Group Limited (hereinafter referred to as the “**Company**”) on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**RMB Share Issue**”), the Company hereby makes the following commitments:

1. During the application period of the RMB Share Issue, the Company will not, directly or indirectly, provide funds, gifts and other benefits to the vetting institutions, other institutions such as the listing committee, and their personnel, and will not influence the decisions of the vetting institutions, other institutions such as the listing committee, and their personnel in respect of the Company by improper means.
2. The Company undertakes not to interfere with the vetting process of the vetting institutions, other institutions such as the listing committee, and their personnel by any means.
3. The Company undertakes that its statements in response to the questions of the listing committee members in the listing hearing are true, objective, accurate, concise, and without any contents irrelevant to the vetting of the RMB Share Issue.
4. In case of any violation of such commitments, the Company will assume all legal liabilities arising therefrom.

**COMPARISON OF AMENDMENTS  
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause No.	Before Revision	After Revision (with marks)	After Revision (clean)
<b>Articles Cover</b>			
	The Companies Law (Revised) Company Limited by Shares	The Companies <del>Law</del> Act (As Revised) Company Limited by Shares	The Companies Act (As Revised) Company Limited by Shares
	ARTICLES OF ASSOCIATION	<u>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</u>	AMENDED AND RESTATED ARTICLES OF ASSOCIATION
	(Adopted pursuant to written resolutions passed on 10th May 2007)	<u>(Conditionally adopted pursuant to written resolutions passed on 10th May 2007 at a general meeting held on 14 April 2021 with effect from the listing of shares of the Company on the Science and Technology Innovation Board of the Shanghai Stock Exchange and with effect from [•] 2021)</u>	(Conditionally adopted at a general meeting held on 14 April 2021 with effect from the listing of shares of the Company on the Science and Technology Innovation Board of the Shanghai Stock Exchange and with effect from [•] 2021)
<b>Interpretation</b>			
1	The regulations in Table A in the Schedule to the Companies Law (Revised) do not apply to the Company.	The regulations in Table A in the Schedule to the Companies <del>Law</del> Act (As Revised) do not apply to the Company.	The regulations in Table A in the Schedule to the Companies Act (As Revised) do not apply to the Company.
Not Applicable	—	<u>“CSRC” the China Securities Regulatory Commission</u>	“CSRC” the China Securities Regulatory Commission
Not Applicable	—	<u>“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.</u>	“electronic communication” a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.
Not Applicable	—	<u>“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>	“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.
Not Applicable	—	<u>“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>	“hybrid meeting” a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.
2 (1)	“Law” The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	“Law” The Companies <del>Law</del> Act; Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	“Law” The Companies Act Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
Not Applicable	—	<u>“Mainland China” the mainland of the People’s Republic of China, for the purpose of these Articles, excluding Hong Kong, the Macau Special Administrative Region and the Taiwan Region.</u>	“Mainland China” the mainland of the People’s Republic of China, for the purpose of these Articles, excluding Hong Kong, the Macau Special Administrative Region and the Taiwan Region.
Not Applicable	—	<u>“Meeting Location” has the meaning given to it in Article 64A.</u>	“Meeting Location” has the meaning given to it in Article 64A.

Not Applicable	—	<u>“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u>	“physical meeting” a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.
Not Applicable	—	<u>“Principal Meeting Place” shall have the meaning given to it in Article 59(2).</u>	“Principal Meeting Place” shall have the meaning given to it in Article 59(2).
Not Applicable	—	<u>“RMB” the lawful currency of the People’s Republic of China.</u>	“RMB” the lawful currency of the People’s Republic of China.
Not Applicable	—	<u>“RMB Ordinary Shares” ordinary shares issued by the Company to investors in Mainland China which are subscribed in RMB, listed on Shanghai Stock Exchange, with transaction denominated in RMB.</u>	“RMB Ordinary Shares” ordinary shares issued by the Company to investors in Mainland China which are subscribed in RMB, listed on Shanghai Stock Exchange, with transaction denominated in RMB.
2(2)(e)	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing <del>words or figures</del> <u>or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another</u> <del>in a</del> visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s selection comply with all applicable Statutes, rules and regulations;	expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s selection comply with all applicable Statutes, rules and regulations;
Not Applicable	—	<u>2(2)(i) a reference to a meeting: shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</u>	2(2)(i) a reference to a meeting: shall mean a meeting convened and held in any manner permitted by these Articles and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
Not Applicable	—	<u>2(2)(j) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and</u>	2(2)(j) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and

Not Applicable	—	<u>2(2)(k) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>	2(2)(k) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).
3(1)	The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.10 each.	The <u>authorised</u> share capital of the Company at the date on which these Articles come into effect <del>shall be is</del> <u>\$500,000,000</u> divided into <u>5,000,000,000 ordinary shares in total</u> of a par value of \$0.10 each.	The authorised share capital of the Company at the date on which these Articles come into effect is \$500,000,000 divided into 5,000,000,000 ordinary shares in total of a par value of \$0.10 each.
3(2)	Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.	Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable <u>upon approval of</u> <del>by</del> the Company in general meeting or approval of the Board <u>as authorised by the Members in general meeting</u> in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.	Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable upon approval of the Company in general meeting or approval of the Board as authorised by the Members in general meeting in such manner, upon such terms and subject to such conditions as it thinks fit. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.
4	The Company may from time to time by ordinary resolution in accordance with the Law alter the conditions of its Memorandum of Association to:	The Company may <del>from time to time</del> by ordinary resolution <u>or special resolution in general meeting</u> in accordance with the Law <u>and these Articles (if applicable)</u> <del>alter the conditions of its Memorandum of Association to:</del>	The Company may by ordinary resolution or special resolution in general meeting in accordance with the Law and these Articles (if applicable):
4(c)	divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";	divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which <u>upon approval or, authorisation granted by the Company in general meeting</u> <del>in the absence of any such determination by the Company in general meeting,</del> as the <del>Directors</del> <u>Board</u> may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";	divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which upon approval or, authorisation granted by the Company in general meeting, as the Board may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";

<p>5</p>	<p>The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p>	<p><u>Subject to the provisions, if any, in the memorandum of association and these Articles and the express authorization given by the Company in a general meeting, the Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</u></p>	<p>Subject to the provisions, if any, in the memorandum of association and these Articles and the express authorization given by the Company in a general meeting, the Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p>
<p>8(1)</p>	<p>Subject to the provisions of the Law and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.</p>	<p>Subject to the provisions of the Law and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine <u>if authorized by the Members in general meeting.</u></p>	<p>Subject to the provisions of the Law and the Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine if authorized by the Members in general meeting.</p>

8(2)	Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.	Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as <b><u>the Company in general meeting or the Board as authorised by the Company in general meeting</u></b> may deem fit.	Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Company in general meeting or the Board as authorised by the Company in general meeting may deem fit.
12(1)	Subject to the Law, these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.	Subject to the Law, these Articles, <b><u>the rules of the Designated Stock Exchange</u></b> , any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of <b><u>the Company in general meeting or the Board as authorised by the Company in general meeting</u></b> , which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as <b><u>the Company in general meeting or the Board as authorised by the Company in general meeting</u></b> may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company <b><u>in general meeting</u></b> nor the Board <b><u>as approved or authorised by the Company in general meeting</u></b> shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of <b><u>the Company or the Board as authorised by the Company in general meeting</u></b> , be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.	Subject to the Law, these Articles, the rules of the Designated Stock Exchange, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Company in general meeting or the Board as authorised by the Company in general meeting, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Company in general meeting or the Board as authorised by the Company in general meeting may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company in general meeting nor the Board as approved or authorised by the Company in general meeting shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Company or the Board as authorised by the Company in general meeting, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

12(2)	The Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.	<u>Subject to the rules of the Designated Stock Exchange, the approval or authorisation of the Company in general meeting pursuant to the provisions of the Law and these Articles, the Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.</u>	Subject to the rules of the Designated Stock Exchange, the approval or authorisation of the Company in general meeting pursuant to the provisions of the Law and these Articles, the Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine.
13	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law <u>and the rules of the Designated Stock Exchange.</u> Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Law and the rules of the Designated Stock Exchange. Subject to the Law, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.
15	Subject to the Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	Subject to the <u>rules of the Designated Stock Exchange, the approval or authorisation of the Company in general meeting pursuant to the provisions of the Law and these Articles,</u> the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	Subject to the rules of the Designated Stock Exchange, the approval or authorisation of the Company in general meeting pursuant to the provisions of the Law and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.
19	Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.	Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company. <u>If share certificates are not required to be issued to Members according to the rules of the Designated Stock Exchange or the requirement is waived by the Designated Stock Exchange, aforesaid provisions may be exempted. All transfers and other documents relating to or affecting the title to any share or other registered securities shall be registered.</u>	Share certificates shall be issued within the relevant time limit as prescribed by the Law or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company. If share certificates are not required to be issued to Members according to the rules of the Designated Stock Exchange or the requirement is waived by the Designated Stock Exchange, aforesaid provisions may be exempted. All transfers and other documents relating to or affecting the title to any share or other registered securities shall be registered.

21	21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.	<b><u>21(1).</u></b> If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. <b><u>If share certificates are not required to be issued to Members according to the rules of the Designated Stock Exchange or the requirement is waived by the Designated Stock Exchange, aforesaid provisions may be exempted.</u></b>	21(1). If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as the Designated Stock Exchange may determine to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed. If share certificates are not required to be issued to Members according to the rules of the Designated Stock Exchange or the requirement is waived by the Designated Stock Exchange, aforesaid provisions may be exempted.
Not Applicable	—	<b><u>21(2).</u></b> RMB Ordinary Shares issued by the Company will be centrally deposited with China Securities Depository and Clearing Company Limited.	21(2). RMB Ordinary Shares issued by the Company will be centrally deposited with China Securities Depository and Clearing Company Limited.
23	Subject to these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.	Subject to <b><u>the rules of the Designated Stock Exchange or</u></b> these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.	Subject to the rules of the Designated Stock Exchange or these Articles, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

25	Subject to these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.	Subject to <u>the rules of the Designated Stock Exchange or</u> these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.	Subject to the rules of the Designated Stock Exchange or these Articles and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.
Not Applicable	—	<b><u>43(3) The Company maintains a register of members of RMB Ordinary Shares in accordance with the evidence provided by the Designated Stock Exchange in Mainland China. The Company's register of members of RMB Ordinary Shares shall be located in Mainland China and managed by China Securities Depository and Clearing Company Limited. The registered holder of any Share in the Company's register of members for RMB Ordinary Shares as issued by the China Securities Depository and Clearing Company Limited is the legal owner of such shares.</u></b>	43(3) The Company maintains a register of members of RMB Ordinary Shares in accordance with the evidence provided by the Designated Stock Exchange in Mainland China. The Company's register of members of RMB Ordinary Shares shall be located in Mainland China and managed by China Securities Depository and Clearing Company Limited. The registered holder of any Share in the Company's register of members for RMB Ordinary Shares as issued by the China Securities Depository and Clearing Company Limited is the legal owner of such shares.

44	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.</p>	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <b><u>The inspection of register of members of RMB Ordinary Shares by Members shall be subject to the provisions of the Designated Stock Exchange in Mainland China and the China Securities Depository and Clearing Company Limited.</u></b></p>	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The inspection of register of members of RMB Ordinary Shares by Members shall be subject to the provisions of the Designated Stock Exchange in Mainland China and the China Securities Depository and Clearing Company Limited.</p>
45(a)	<p>determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p>	<p><b><u>subject to the profit distribution plan as approved by the Company in general meeting by ordinary resolution or the authorisation of the Company in general meeting.</u></b> determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p>	<p>subject to the profit distribution plan as approved by the Company in general meeting by ordinary resolution or the authorisation of the Company in general meeting, determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;</p>
46	<p>Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.</p>	<p><b><u>46(1) Subject to the rules of the Designated Stock Exchange and</u></b> these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.</p>	<p><b><u>46(1) Subject to the rules of the Designated Stock Exchange and</u></b> these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.</p>

Not Applicable	—	<u>46(2) The registered holders of RMB Ordinary Shares of the Company may transfer their RMB Ordinary Shares electronically on the internet in a manner permitted by the securities regulatory authorities in Mainland China and the Designated Stock Exchange.</u>	46(2) The registered holders of RMB Ordinary Shares of the Company may transfer their RMB Ordinary Shares electronically on the internet in a manner permitted by the securities regulatory authorities in Mainland China and the Designated Stock Exchange.
48(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.	<u>Subject to applicable law and rules of the Designated Stock Exchange, and as approved or authorised by the Company in general meeting,</u> the Board in so far as <del>permitted by any applicable law</del> may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.	Subject to applicable law and rules of the Designated Stock Exchange, and as approved or authorised by the Company in general meeting, the Board in so far may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.
48(4)	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.	Unless the Board <u>as approved or authorised by the Company in general meeting</u> otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, <u>unless otherwise provided by these Articles,</u> in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.	Unless the Board as approved or authorised by the Company in general meeting otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, unless otherwise provided by these Articles, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the Law.

<p>56</p>	<p>An annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.</p>	<p>(1) An annual general meeting of the Company shall be held <u>in accordance with requirements of the rules of the Designated Stock Exchange in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)</u> at such time and <del>mode</del> <u>place</u> as may be determined by the Board.</p> <p><u>(2) The general meeting of the Company will exercise the following authorities and duties:</u></p> <p><u>(a) To review and approve the change in the Company's total number of shares of the Company authorized to be issued and the increase in total number of issued shares of the Company (including issuing shares (including any preferred shares), securities convertible into shares, warrants and other securities affecting the Company's share capital);</u></p> <p><u>(b) Consolidate and divide all or any of its share capital into shares of larger nominal or par value than its existing shares;</u></p> <p><u>(c) By subdivision of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller nominal or par value than is fixed by the Company's memorandum of association or into shares without par value;</u></p> <p><u>(d) Cancel any shares that at the date of the passing of the relevant resolution have not been taken or agreed to be taken by any person;</u></p> <p><u>(e) To appoint and remove Directors (except where such election is permitted by the Board in these Articles); to approve payment of any compensation to any Director/former Director for removal/retirement beyond the contractual interest;</u></p> <p><u>(f) To review and approve the Company's profit distribution plan and loss recovery plan;</u></p>	<p>56(1) An annual general meeting of the Company shall be held in accordance with requirements of the rules of the Designated Stock Exchange at such time and mode as may be determined by the Board.</p> <p>56(2) The general meeting of the Company will exercise the following authorities and duties:</p> <p>(a) To review and approve the change in the Company's total number of shares of the Company authorized to be issued and the increase in total number of issued shares of the Company (including issuing shares (including any preferred shares), securities convertible into shares, warrants and other securities affecting the Company's share capital);</p> <p>(b) Consolidate and divide all or any of its share capital into shares of larger nominal or par value than its existing shares;</p> <p>(c) By subdivision of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller nominal or par value than is fixed by the Company's memorandum of association or into shares without par value;</p> <p>(d) Cancel any shares that at the date of the passing of the relevant resolution have not been taken or agreed to be taken by any person;</p> <p>(e) To appoint and remove Directors (except where such election is permitted by the Board in these Articles); to approve payment of any compensation to any Director/former Director for removal/retirement beyond the contractual interest;</p> <p>(f) To review and approve the Company's profit distribution plan and loss recovery plan;</p>
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<p>57</p>	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board.</p>	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. <u>If permitted by the provisions of the Law, rules of the Designated Stock Exchange and these Articles, all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. If permitted by the provisions of the Law, rules of the Designated Stock Exchange and these Articles, all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</p>

<p>58</p>	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>(1) The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; <u>the proposals for consideration at general meetings shall be within the scope of authorities and duties of the Members at general meetings, specific proposals and resolutions shall be provided in compliance with relevant requirements under applicable laws, regulations and these Articles, and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</u></p> <p><u>(2) To be in proper written form, a Member's requisition for an extraordinary general meeting must set forth the following contents:</u></p> <ol style="list-style-type: none"> <li><u>1. a brief description of the business to be transacted at the general meeting and the reasons for transacting such business;</u></li> <li><u>2. the name and record address of such Member on record;</u></li> <li><u>3. the class or series and number of shares of the Company which are owned by and registered in the name of such Member;</u></li> <li><u>4. a description of all arrangements or understandings between such Member and any other person or persons (including their names) in connection with the business proposed by such Member and any material interest of such Member in such proposed business; and</u></li> <li><u>5. a statement that such Member intends to appear in person or by proxy at the general meeting to bring such business before the meeting.</u></li> </ol>	<p>58(1) The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; the proposals for consideration at general meetings shall be within the scope of authorities and duties of the Members at general meetings, specific proposals and resolutions shall be provided in compliance with relevant requirements under applicable laws, regulations and these Articles, and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p> <p>58(2) To be in proper written form, a Member's requisition for an extraordinary general meeting must set forth the following contents:</p> <ol style="list-style-type: none"> <li>(a) a brief description of the business to be transacted at the general meeting and the reasons for transacting such business;</li> <li>(b) the name and record address of such Member on record;</li> <li>(c) the class or series and number of shares of the Company which are owned by and registered in the name of such Member;</li> <li>(d) a description of all arrangements or understandings between such Member and any other person or persons (including their names) in connection with the business proposed by such Member and any material interest of such Member in such proposed business; and</li> <li>(e) a statement that such Member intends to appear in person or by proxy at the general meeting to bring such business before the meeting.</li> </ol>
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<p>59</p>	<p>(1) An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice. All other extraordinary general meetings may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p> <p>(2) The notice shall specify the time and place of the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	<p><del>(1) At least An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days' Notice must be given for any annual general meeting. <del>At</del> Any other general meetings (including extraordinary general meetings) must may be given at least called by not less than fourteen (14) clear days' Notice. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given, and the relevant notice shall specify applicable laws, rules or regulations and the details as provided by the rules of the Designated Stock Exchange(s). But a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</del></p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other <u>general meetings</u>, by a majority in number of the Members <u>or their proxies</u> having the right to attend and vote at the meeting; <del>being a majority</del> (together <u>representing at least holding not less than</u> ninety-five per cent. (95%) <u>of the total voting rights at the meeting of all Members in</u> <del>nominal value of the issued shares giving that right</del></p>	<p>(1) At least twenty-one (21) clear days' Notice must be given for any annual general meeting. Any other general meetings (including extraordinary general meetings) must be given at least fourteen (14) clear days' Notice. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given, and the relevant notice shall specify applicable laws, rules or regulations and the details as provided by the rules of the Designated Stock Exchange(s). But a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other general meetings, by a majority in number of the Members or their proxies having the right to attend and vote at the meeting (together representing at least ninety-five per cent. (95%) of the total voting rights at the meeting of all Members.</p>
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		<p>(2) The notice shall specify <u>(a) the time and place of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting.</u> <del>and, in case of special business, the general nature of the business.</del> The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. <u>If the Member is a corporation, it may appoint a representative to attend any general meeting of the Company and, where such corporation is so represented, it shall be treated as being present at any meeting in person.</u></p> <p><u>(3) The proposals for consideration at annual general meetings shall be within the scope of authorities and duties of the Members at general meetings, with specific proposals and resolutions provided in compliance with relevant requirements under laws, the rules of Designated Stock Exchange and these Articles.</u></p> <p><u>(4) The Company convenes a general meeting, the Board has the right to put forward a motion to the Company; for Members on record who are entitled to vote at the annual general meeting individually or collectively holding more than 3% of the shares of the Company on the record date may submit proposed resolution to the Company for consideration at the annual general meeting.</u></p>	<p>(2) The notice shall specify (a) the time and place of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A, the principal place of the meeting (the “Principal Meeting Place”), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors. If the Member is a corporation, it may appoint a representative to attend any general meeting of the Company and, where such corporation is so represented, it shall be treated as being present at any meeting in person.</p> <p>(3) The proposals for consideration at annual general meetings shall be within the scope of authorities and duties of the Members at general meetings, with specific proposals and resolutions provided in compliance with relevant requirements under laws, the rules of Designated Stock Exchange and these Articles.</p> <p>(4) The Company convenes a general meeting, the Board has the right to put forward a motion to the Company; for Members on record who are entitled to vote at the annual general meeting individually or collectively holding more than 3% of the shares of the Company on the record date may submit proposed resolution to the Company for consideration at the annual general meeting.</p>
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		<p><u>(5) For all matters other than the nomination of Director by Member, notice of the Members concerned shall be sent to the Office of the Board within a period not less than sixty (60) days but not more than ninety (90) days before completion of one year period after the date of the annual general meeting of the Company in the preceding year. If the date of the annual general meeting exceeds thirty (30) days or is delayed by more than sixty (60) days from the anniversary of the preceding annual general meeting, the notice of the Members shall not be earlier than ninety (90) day before the relevant annual general meeting, nor shall it be served later than sixty (60) day before the relevant annual general meeting or at the end of business on the tenth (10) day after the date of the first announcement of the date of the relevant annual general meeting.</u></p> <p><u>(6) The notice of Member's proposal in Article 59 (5) above must contain the content required by Article 58 (2) of these Articles.</u></p>	<p>(5) For all matters other than the nomination of Director by Member, notice of the Members concerned shall be sent to the Office of the Board within a period not less than sixty (60) days but not more than ninety (90) days before completion of one year period after the date of the annual general meeting of the Company in the preceding year. If the date of the annual general meeting exceeds thirty (30) days or is delayed by more than sixty (60) days from the anniversary of the preceding annual general meeting, the notice of the Members shall not be earlier than ninety (90) day before the relevant annual general meeting, nor shall it be served later than sixty (60) day before the relevant annual general meeting or at the end of business on the tenth (10) day after the date of the first announcement of the date of the relevant annual general meeting.</p> <p>(6) The notice of Member's proposal in Article 59 (5) above must contain the content required by Article 58 (2) of these Articles.</p>
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61	<p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <p>(a) the declaration and sanctioning of dividends;</p> <p>(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</p> <p>(c) the election of Directors whether by rotation or otherwise in the place of those retiring;</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;</p> <p>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;</p> <p>(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital; and</p> <p>(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.</p> <p>(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes.</p>	<p><u>(1) Except for matters stipulated by applicable laws, regulations or these Articles to be adopted by special resolutions, other matters shall be adopted by ordinary resolutions. The following matters shall be adopted by special resolutions at general meetings:</u></p> <p><u>(a) Reduction of the Company's share capital, any redemption reserve or other non-distributable reserves (including any redemption or repurchased of shares not covered by general mandate granted by Members of the Company in a general meeting) provided that other requirements of the Companies Law are complied with;</u></p> <p><u>(b) Removal of the Auditor at any time before the expiration of his term of office;</u></p> <p><u>(c) Change in the name of the Company;</u></p> <p><u>(d) Approving any amendments to the Company's memorandum of association and the Articles, or adopting new memorandum of association and the Articles;</u></p> <p><u>(e) Reviewing and approving the purchase or sale of material assets of the Company within one year which exceeds 30% of the Company's latest audited total assets;</u></p> <p><u>(f) Approving merger, voluntary liquidation and the change of form of the Company;</u></p> <p><u>(g) Approving provision of guarantee by the Company to a company outside the scope of the Company's consolidated financial statements where the guarantee amount within one year exceeds 30% of the Company's latest audited total assets;</u></p> <p><u>(h) Approving voluntary withdrawal of shares from trading on the existing stock exchange(s), and resolving not to trade on the existing stock exchange(s), or applying to trade on or transfer to other share trading platforms.</u></p>	<p>(1) Except for matters stipulated by applicable laws, regulations or these Articles to be adopted by special resolutions, other matters shall be adopted by ordinary resolutions. The following matters shall be adopted by special resolutions at general meetings:</p> <p>(a) Reduction of the Company's share capital, any redemption reserve or other non-distributable reserves (including any redemption or repurchased of shares not covered by general mandate granted by Members of the Company in a general meeting) provided that other requirements of the Companies Law are complied with;</p> <p>(b) Removal of the Auditor at any time before the expiration of his term of office;</p> <p>(c) Change in the name of the Company;</p> <p>(d) Approving any amendments to the Company's memorandum of association and the Articles, or adopting new memorandum of association and the Articles;</p> <p>(e) Reviewing and approving the purchase or sale of material assets of the Company within one year which exceeds 30% of the Company's latest audited total assets;</p> <p>(f) Approving merger, voluntary liquidation and the change of form of the Company;</p> <p>(g) Approving provision of guarantee by the Company to a company outside the scope of the Company's consolidated financial statements where the guarantee amount within one year exceeds 30% of the Company's latest audited total assets;</p> <p>(h) Approving voluntary withdrawal of shares from trading on the existing stock exchange(s), and resolving not to trade on the existing stock exchange(s), or applying to trade on or transfer to other share trading platforms.</p>
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		<p><del>(2)</del> (2) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <p>(a) the declaration and sanctioning of dividends;</p> <p>(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</p> <p>(c) the election of Directors whether by rotation or otherwise in the place of those retiring;</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and <del>other</del> <u>senior management</u> officers;</p> <p>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;</p> <p>(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital; and</p> <p>(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.</p> <p><del>(2)</del>(3) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes. <b><u>However, if the Company only has one Member at a certain time, the presence of that Member in person or by proxy at the general meeting shall be deemed as meeting the requirement on the quorum for convening a general meeting.</u></b></p>	<p>(2) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <p>(a) the declaration and sanctioning of dividends;</p> <p>(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</p> <p>(c) the election of Directors whether by rotation or otherwise in the place of those retiring;</p> <p>(d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and senior management officers;</p> <p>(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;</p> <p>(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital; and</p> <p>(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.</p> <p>(3) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes. However, if the Company only has one Member at a certain time, the presence of that Member in person or by proxy at the general meeting shall be deemed as meeting the requirement on the quorum for convening a general meeting.</p>
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		<p><u>(4) In addition to any other applicable requirements, for a Member to nominate a director for election, such Member must:</u></p> <p><u>(a) be a Member on record on both the date of the giving of the notice by such Member provided for in this Article 61(4) and the record date for the determination of Members entitled to vote at such annual general meeting and, for a nomination of non-independent director candidates, such Members must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such Members shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights; and</u></p> <p><u>(b) send an appropriate notice in writing in the form as required under Article 88 to the head office or the Registration Office.</u></p>	<p>(4) In addition to any other applicable requirements, for a Member to nominate a director for election, such Member must:</p> <p>(a) be a Member on record on both the date of the giving of the notice by such Member provided for in this Article 61(4) and the record date for the determination of Members entitled to vote at such annual general meeting and, for a nomination of non-independent director candidates, such Members must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such Members shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights; and</p> <p>(b) send an appropriate notice in writing in the form as required under Article 88 to the head office or the Registration Office.</p>
<p>62</p>	<p>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</p>	<p>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and <u>(where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57</u> as the <u>chairman of the meeting (or in default, the Board)</u> may <u>absolutely</u> determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</p>	<p>If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.</p>

<p>64</p>	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p><u>Subject to Article 64C</u>, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time <del>and from place to place</del><b>(or indefinitely) and/or from place to place(s) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting)</b> as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the <del>time and place of the adjourned meeting</del> <b>details set out in Article 59(2)</b> but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>Subject to Article 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>
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	<p>Not Applicable</p>	<p><u>64A.(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p><u>(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</u></p> <p><u>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u></p> <p><u>(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p>	<p>64A.(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</p> <p>(2) All general meetings are subject to the following and, where appropriate, all references to a “Member” or “Members” in this sub-paragraph (2) shall include a proxy or proxies respectively:</p> <p>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</p> <p>(b) Members present in person or by proxy at a Meeting Location and/or Members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</p>
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		<p><u>(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and;</u></p> <p><u>(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u></p> <p><u>64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>	<p>(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and;</p> <p>(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</p> <p>64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</p>
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		<p><u>64C. If it appears to the chairman of the general meeting that:</u></p> <p><u>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u></p> <p><u>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></p> <p><u>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p><u>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></p> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>	<p>64C. If it appears to the chairman of the general meeting that:</p> <p>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</p> <p>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</p> <p>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</p> <p>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</p> <p>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</p>
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		<p><u>64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p> <p><u>64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p><u>(a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</u></p>	<p>64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</p> <p>64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</p> <p>(a) when a meeting is so postponed, the Company shall endeavour to post a Notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a Notice shall not affect the automatic postponement of a meeting);</p>
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		<p><u>(b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</u></p> <p><u>(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p><u>(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</u></p> <p><u>64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p> <p><u>64G. Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>	<p>(b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;</p> <p>(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</p> <p>(d) Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.</p> <p>64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</p> <p>64G. Without prejudice to other provisions in Article 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</p>
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<p>66</p>	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p>	<p><u>(1)</u> Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or</p>	<p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:</p> <p>(a) by the chairman of such meeting; or</p> <p>(b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or</p>
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<p>(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or</p> <p>(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.</p>	<p>(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</u></p>	<p>(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.</p>
<p>—</p>	<p><u>66(2) A cumulative voting system shall be used for the election of Directors at a general meeting. “Cumulative voting system” in this Article means that when voting on the resolution to elect Directors at a general meeting, each share shall have the same number of votes equal to the number of Directors to be elected, and the Member may cast such number of votes collectively.</u></p>	<p>66(2) A cumulative voting system shall be used for the election of Directors at a general meeting. “Cumulative voting system” in this Article means that when voting on the resolution to elect Directors at a general meeting, each share shall have the same number of votes equal to the number of Directors to be elected, and the Member may cast such number of votes collectively.</p>

<p>75</p>	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or poll, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or poll, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting <b>or postponed meeting</b>, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>	<p>(1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or postponed meeting, or poll, as the case may be.</p> <p>(2) Any person entitled under Article 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.</p>
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<p>77</p>	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting <u>or postponed meeting</u> on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting <u>or postponed meeting</u> at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>
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<p>80</p>	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting <u>or postponed meeting</u> at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting <u>or postponed meeting</u> or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting <del>in person</del> at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	<p>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
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<p>82</p>	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.</p>	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting <u>or postponed meeting</u>, or the taking of the poll, at which the instrument of proxy is used.</p>	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, or the taking of the poll, at which the instrument of proxy is used.</p>
<p>86(1)</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 and shall hold office until their successors are elected or appointed.</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 and shall hold office until their successors are elected or appointed. <b><u>However, as long as the shares of the Company are listed on any Designated Stock Exchange, the Board shall include required number of independent Directors in compliance with applicable laws and regulations and the rules of the Designated Stock Exchange(s).</u></b></p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 87 and shall hold office until their successors are elected or appointed. However, as long as the shares of the Company are listed on any Designated Stock Exchange, the Board shall include required number of independent Directors in compliance with applicable laws and regulations and the rules of the Designated Stock Exchange(s).</p>

<p>88</p>	<p>No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>	<p><u>(1) No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for such Member must be a shareholder on record on the record date of such annual general meeting and, for a nomination of non-independent Director candidates, such shareholder(s) must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; in the case of nomination of independent Director candidates, such shareholder(s) shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights)</u> for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p> <p><u>(2) The Notice submitted by Members for nomination of a Director shall be in writing and specify the following contents:</u></p> <p><u>(a)Name, age, business address and residential address, principal occupation or employment of the nominee, the class or series and number of shares of the Company if any, which are owned beneficially by or registered in the name of the nominee, as well as any other information relating to the nominee that would be required to be disclosed pursuant to any rules of Designated Stock Exchange(s);</u></p> <p><u>(b)Name and record address of the Member on record;</u></p> <p><u>(c)Class or series and number of shares of the Company which are owned and registered in the name of such Member;</u></p>	<p>(1) No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (such Member must be a shareholder on record on the record date of such annual general meeting and, for a nomination of non-independent Director candidates, such shareholder(s) must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; in the case of nomination of independent Director candidates, such shareholder(s) shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights) for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p> <p>(2) The Notice submitted by Members for nomination of a Director shall be in writing and specify the following contents:</p> <p>(a)Name, age, business address and residential address, principal occupation or employment of the nominee, the class or series and number of shares of the Company if any, which are owned beneficially by or registered in the name of the nominee, as well as any other information relating to the nominee that would be required to be disclosed pursuant to any rules of Designated Stock Exchange(s);</p> <p>(b)Name and record address of the Member on record;</p> <p>(c)Class or series and number of shares of the Company which are owned and registered in the name of such Member;</p>
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		<p><u>(d) a description of all arrangements or understandings between such Member and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such Member;</u></p> <p><u>(e) a Statement that such Member intends to appear in person or by proxy at the annual general meeting to nominate the person(s) named in its Notice; and</u></p> <p><u>(f) any other information relating to such Member that would be required to be disclosed pursuant to any rules of the Designated Stock Exchange(s).</u></p>	<p>(d) a description of all arrangements or understandings between such Member and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such Member;</p> <p>(e) a Statement that such Member intends to appear in person or by proxy at the annual general meeting to nominate the person(s) named in its Notice; and</p> <p>(f) any other information relating to such Member that would be required to be disclosed pursuant to any rules of the Designated Stock Exchange(s).</p>
<p>102</p>	<p>A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general Notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p>	<p>A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general Notice to the Board by a Director to the effect that:</p> <p>(a) he is a member, a <b>director</b> or <b>an</b> officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p>	<p>A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general Notice to the Board by a Director to the effect that:</p> <p>(a) he is a member, a director or an officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p>

103(1)(v)	any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or	any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as a <b>Director or</b> an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or	any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as a Director or an officer or executive or a shareholder or in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate is derived); or
104	<p>(3) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Board shall have the following powers:</p> <p>(a) To give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.</p> <p>(b) To give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.</p> <p>(c) To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p>	<p>(3) Without prejudice to the general powers conferred by these Articles <b>but subject to the provisions of the Law and the rules of the Designated Stock Exchange(s), it is hereby expressly declared that</b> the Board <b>may exercise</b> <del>shall have</del> the following <del>powers</del> <b>authorities and duties:</b></p> <p>(a) <b>According to the approval or authorization granted in the general meeting</b> <del>To</del> give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.</p> <p>(b) To give to any <del>Directors, officers</del> <b>senior management officer</b> or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.</p> <p>(c) <b>Initiate a general meeting</b> <del>To</del> resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p> <p><b><u>(d) To convene a general meeting and execute a resolution passed at the general meeting.</u></b></p> <p><b><u>(e) To formulate the Company's profit distribution plan and loss recovery plan.</u></b></p> <p><b><u>(f) To work out material acquisitions and disposal of the Company.</u></b></p>	<p>(3) Without prejudice to the general powers conferred by these Articles but subject to the provisions of the Law and the rules of the Designated Stock Exchange(s), the Board may exercise the following authorities and duties:</p> <p>(a) According to the approval or authorization granted in the general meeting to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.</p> <p>(b) To give to any senior management officer or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.</p> <p>(c) Initiate a general meeting to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Law.</p> <p>(d) To convene a general meeting and execute a resolution passed at the general meeting.</p> <p>(e) To formulate the Company's profit distribution plan and loss recovery plan.</p> <p>(f) To work out material acquisitions and disposal of the Company.</p> <p>(g) To review and approve material transactions and connected (related) transactions that shall be approved by the Board in accordance with applicable laws, regulations, the rules of the Designated Stock Exchange(s) and other requirements.</p>

		<p><u>(g) To review and approve material transactions and connected (related) transactions that shall be approved by the Board in accordance with applicable laws, regulations, the rules of the Designated Stock Exchange(s) and other requirements.</u></p> <p><u>(h) To approve provision of guarantee by the Company to enterprises outside the scope of the Company's consolidated financial statements, which does not fall within the scope of authorities and duties of the general meetings.</u></p> <p><u>(i) To appoint or dismiss the chief executive officer, the company secretary and other senior management officer of the Company, and decide on matters of their remuneration, rewards and punishments.</u></p> <p><u>(j) To propose to the general meeting to appoint or replace Auditors for annual audit of the Company.</u></p> <p><u>(k) To formulate proposals of the Company to increase or reduce the number of shares authorized to be issued and the number of issued shares.</u></p> <p><u>(l) To formulate proposals for the amendments to the Company's memorandum of association or the Articles.</u></p> <p><u>(m) To formulate the governance practices and policies of the Company;</u></p> <p><u>(n) To decide on the issuance of general bonds by the Company (except for the issuance of convertible bonds which are subject to approval of Members).</u></p> <p><u>(o) Subject to Article 86(3) of the Articles, to appoint Directors to fill temporary vacancies or increase the number of existing Directors, provided that the total number of Directors (excluding alternate Directors) shall not at any time exceed the number specified in the Articles.</u></p> <p><u>(p) To the extent permitted by applicable laws and regulations and the rules of the Designated Stock Exchange, the Board may review and approve the business in relation to the change in use of the raised funds.</u></p> <p><u>(q) To the extent permitted by applicable laws and regulations and the rules of the Designated Stock Exchange, the Board may, through due process, delegate the relevant authority to the management of the Company.</u></p> <p><u>(r) Other authorities and duties stipulated by applicable laws and regulations, the rules of the Designated Stock Exchange(s), the Articles and other requirements.</u></p>	<p>(h) To approve provision of guarantee by the Company to enterprises outside the scope of the Company's consolidated financial statements, which does not fall within the scope of authorities and duties of the general meetings.</p> <p>(i) To appoint or dismiss the chief executive officer, the company secretary and other senior management officer of the Company, and decide on matters of their remuneration, rewards and punishments.</p> <p>(j) To propose to the general meeting to appoint or replace Auditors for annual audit of the Company.</p> <p>(k) To formulate proposals of the Company to increase or reduce the number of shares authorized to be issued and the number of issued shares.</p> <p>(l) To formulate proposals for the amendments to the Company's memorandum of association or the Articles.</p> <p>(m) To formulate the governance practices and policies of the Company;</p> <p>(n) To decide on the issuance of general bonds by the Company (except for the issuance of convertible bonds which are subject to approval of Members).</p> <p>(o) Subject to Article 86(3) of the Articles, to appoint Directors to fill temporary vacancies or increase the number of existing Directors, provided that the total number of Directors (excluding alternate Directors) shall not at any time exceed the number specified in the Articles.</p> <p>(p) To the extent permitted by applicable laws and regulations and the rules of the Designated Stock Exchange, the Board may review and approve the business in relation to the change in use of the raised funds.</p> <p>(q) To the extent permitted by applicable laws and regulations and the rules of the Designated Stock Exchange, the Board may, through due process, delegate the relevant authority to the management of the Company.</p> <p>(r) Other authorities and duties stipulated by applicable laws and regulations, the rules of the Designated Stock Exchange(s), the Articles and other requirements.</p>
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<p>105</p>	<p>The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.</p>	<p><b><u>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange,</u></b> <del>The</del> Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.</p>	<p>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange, the Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.</p>
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<p>106</p>	<p>The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.</p>	<p><b><u>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange,</u></b> <del>The</del> Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.</p>	<p>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange, the Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.</p>
<p>107</p>	<p>The Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.</p>	<p><b><u>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange,</u></b> <del>The</del> Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.</p>	<p>As permitted by applicable laws, regulations and the rules of the Designated Stock Exchange, the Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.</p>
<p>108</p>	<p>All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.</p>	<p>All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine, <b><u>unless it shall be determined by the Company in general meeting subject to the provisions of applicable laws, regulations and the rules of the Designated Stock Exchange.</u></b></p>	<p>All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine, unless it shall be determined by the Company in general meeting subject to the provisions of applicable laws, regulations and the rules of the Designated Stock Exchange.</p>

110	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.	<u>Except as otherwise provided by these Articles, (t)The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law and any other provisions in these Articles, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.</u>	Except as otherwise provided by these Articles, the Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Law and any other provisions in these Articles, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
114	The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.	<p><u>(1) The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Except as otherwise provided by applicable laws, rules of the Designated Stock Exchange and these Articles, (q)Questions arising at any meeting shall be determined by a majority of votes of all Directors (including alternate Directors) present at a meeting. Each Director shall have one vote on a resolution proposed at the meeting. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.</u></p> <p><u>(2) Where a Director is related to or connected with enterprises involved in the resolution of the Board at the Board meeting, the related or connected Director shall neither vote on the resolution nor exercise voting rights on behalf of other Directors. The majority of unrelated or non-connected Directors shall be present at such Board meeting and the resolutions proposed at such Board meeting shall be adopted by majority of unrelated or non-connected Directors. If there are less than three unrelated or non-connected Directors attending the Board meeting, the Company shall submit the issue to the general meeting for deliberation. Subject to the exceptions specified in these Articles, the Directors shall not vote on any board resolution approving any contract, transaction, loan, arrangement or any other proposal in which he or any of his close associates(as defined in the rules of the Designated Stock Exchange) has a material interest.</u></p> <p><u>(3) Guarantees within the scope of authority of the Board shall, in addition to being adopted by the majority of all the Directors, also be approved by more than two-thirds of the Directors attending the Board meeting.</u></p> <p><u>(4) Where the Board approve matters related to share repurchase in accordance with requirements of the relevant laws and regulations of Mainland China or the authorization of the general meeting, the resolution shall be adopted by more than two-thirds of the Directors attending the Board meeting.</u></p>	<p>(1) The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Except as otherwise provided by applicable laws, rules of the Designated Stock Exchange and these Articles, questions arising at any meeting shall be determined by a majority of votes of all Directors (including alternate Directors) present at a meeting. Each Director shall have one vote on a resolution proposed at the meeting. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.</p> <p>(2) Where a Director is related to or connected with enterprises involved in the resolution of the Board at the Board meeting, the related or connected Director shall neither vote on the resolution nor exercise voting rights on behalf of other Directors. The majority of unrelated or non-connected Directors shall be present at such Board meeting and the resolutions proposed at such Board meeting shall be adopted by majority of unrelated or non-connected Directors. If there are less than three unrelated or non-connected Directors attending the Board meeting, the Company shall submit the issue to the general meeting for deliberation. Subject to the exceptions specified in these Articles, the Directors shall not vote on any board resolution approving any contract, transaction, loan, arrangement or any other proposal in which he or any of his close associates(as defined in the rules of the Designated Stock Exchange) has a material interest.</p> <p>(3) Guarantees within the scope of authority of the Board shall, in addition to being adopted by the majority of all the Directors, also be approved by more than two-thirds of the Directors attending the Board meeting.</p> <p>(4) Where the Board approve matters related to share repurchase in accordance with requirements of the relevant laws and regulations of Mainland China or the authorization of the general meeting, the resolution shall be adopted by more than two-thirds of the Directors attending the Board meeting.</p>

<p>116</p>	<p>(1) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be two (2). An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate provided that he shall not be counted more than once for the purpose of determining whether or not a quorum is present.</p> <p>(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</p> <p>(3) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.</p>	<p>(1) The quorum necessary for the transaction of the business of the Board <del>shall</del> <u>may be established if more than half of all Directors, of whom at least one shall be executive Director, are present in person or by fixed his/her Alternate Director</u> <del>by the Board and, unless so fixed at any other number, shall be two</del> (2). An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate provided that he shall not be counted more than once for the purpose of determining whether or not a quorum is present.</p> <p>(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</p> <p>(3) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.</p>	<p>(1) The quorum necessary for the transaction of the business of the Board shall be established if more than half of all Directors, of whom at least one shall be executive Director, are present in person or by his/her Alternate Director. An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate provided that he shall not be counted more than once for the purpose of determining whether or not a quorum is present.</p> <p>(2) Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.</p> <p>(3) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.</p>
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<u>OFFICERS SENIOR MANAGEMENT OFFICERS</u>			
127	<p>(1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.</p> <p>(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.</p> <p>(3) The officers shall receive such remuneration as the Directors may from time to time determine.</p>	<p>(1) The <u>senior management</u> officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers <u>or senior management officers (as the case may be)</u> for the purposes of the Law and these Articles.</p> <p>(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.</p> <p>(3) The <u>senior management</u> officers shall receive such remuneration as the Directors may from time to time determine.</p>	<p>(1) The senior management officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers or senior management officers (as the case may be) for the purposes of the Law and these Articles.</p> <p>(2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.</p> <p>(3) The senior management officers shall receive such remuneration as the Directors may from time to time determine.</p>
128	<p>(1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.</p> <p>(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.</p>	<p>(1) The Secretary and additional <u>senior management</u> officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.</p> <p>(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.</p>	<p>(1) The Secretary and additional senior management officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.</p> <p>(2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law or these Articles or as may be prescribed by the Board.</p>
129	<p>The officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Directors from time to time.</p>	<p>The <u>senior management</u> officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Directors from time to time.</p>	<p>The senior management officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Directors from time to time.</p>
132(1)(a)	<p>of all elections and appointments of officers;</p>	<p>of all elections and appointments of <u>Directors and</u> officers;</p>	<p>of all elections and appointments of Directors and officers;</p>

<p>134</p>	<p>Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the Office or the head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.</p>	<p>Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the Office or the head office the local manager or other <b>senior management</b> officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.</p>	<p>Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and if any books, records, documents or accounts are elsewhere than at the Office or the head office the local manager or other senior management officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.</p>
<p>136</p>	<p>Subject to the Law, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.</p>	<p><b>After a profit distribution plan is approved by an ordinary resolution in a general meeting, the Board</b> <del>Subject to the Law, the Company in general meeting may from time to time</del> <b>declare dividends and distributions from funds that may be legally used for this purpose by the Company.</b> <del>in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board</del></p>	<p>After a profit distribution plan is approved by an ordinary resolution in a general meeting, the Board may declare dividends and distributions from funds that may be legally used for this purpose by the Company.</p>
<p>137</p>	<p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.</p>	<p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the <del>Directors</del> <b>general meeting</b> determines is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.</p>	<p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the general meeting determines is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.</p>

<p>139</p>	<p>The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</p>	<p><b><u>Subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution,</u></b> <del>The</del> Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</p>	<p>Subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution, the Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.</p>
<p>140</p>	<p>The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.</p>	<p><b><u>When implementing the profit distribution plan as approved by the Company in general meeting by way of ordinary resolution,</u></b> <del>The</del> Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.</p>	<p>When implementing the profit distribution plan as approved by the Company in general meeting by way of ordinary resolution, the Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.</p>

<p>142</p>	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. <b><u>Payments may also be made to the holder by applicable laws and regulations and other means permitted by the rules of the Designated Stock Exchange.</u></b> <b><u>In the case of mailing a check or payment slip, e</u></b>Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>	<p>Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Payments may also be made to the holder by applicable laws and regulations and other means permitted by the rules of the Designated Stock Exchange. In the case of mailing a check or payment slip, every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.</p>
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<p>144</p>	<p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>	<p><del>Whenever the Board or the</del> Company in general meeting <del>has resolved that a dividend be paid or declared, the</del> Board may <del>declare</del> further resolve that <del>as such</del> dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution, <u>subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution</u>, the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>	<p>The Company may declare that a dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution, subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution, the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>
<p>145(1)</p>	<p>Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either:</p>	<p>Whenever the <del>Board or the</del> Company in general meeting has resolved that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either <u>(in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution):</u></p>	<p>Whenever the Company in general meeting has resolved that a dividend be paid or declared on any class of the share capital of the Company, the Board may further resolve either (in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution):</p>

<p>145(2)(a)</p>	<p>The shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank <i>pari passu</i> in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.</p>	<p>The shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank <i>pari passu</i> in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall <b><u>(in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution)</u></b> specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.</p>	<p>The shares allotted pursuant to the provisions of paragraph (1) of this Article shall rank <i>pari passu</i> in all respects with shares of the same class (if any) then in issue save only as regards participation in the relevant dividend or in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (a) or (b) of paragraph (2) of this Article in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall (in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution) specify that the shares to be allotted pursuant to the provisions of paragraph (1) of this Article shall rank for participation in such distribution, bonus or rights.</p>
<p>145(2)(b)</p>	<p>The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>	<p><b><u>In compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution,</u></b> <del>The</del> Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Board, <b><u>in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution,</u></b> may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>	<p>In compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution, the Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Article, with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Board, in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution, may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.</p>

145(4)	<p>The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>	<p>The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, <b><u>in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution</u></b>, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>	<p>The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>
145(5)	<p>Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.</p>	<p>Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, <b><u>in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution</u></b>, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.</p>	<p>Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, in compliance with the profit distribution plan as approved by the Members at a general meeting by way of ordinary resolution, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.</p>
Not Applicable	—	<p><b><u>145 (6) The Company shall comply with requirements under applicable laws and regulations, including the foreign exchange management in Mainland China, for the payment of dividends to holders of RMB Ordinary Shares, and shall withhold and remit tax payable on income of individual Members from such dividends in accordance with requirements of tax law in Mainland China.</u></b></p>	<p>145 (6) The Company shall comply with requirements under applicable laws and regulations, including the on foreign exchange management in Mainland China, for the payment of dividends to holders of RMB Ordinary Shares, and shall withhold and remit tax payable on income of individual Members from such dividends in accordance with requirements of tax law in Mainland China.</p>

<p>146(1)</p>	<p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the Law. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>	<p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles <b>and approved by the general meeting</b>, the Board may apply the share premium account in any manner <del>permitted by the Law</del>. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>	<p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles and approved by the general meeting, the Board may apply the share premium account in any manner. The Company shall at all times comply with the provisions of the Law in relation to the share premium account.</p>
<p>146(2)</p>	<p>Before recommending any dividend, the Board may set aside out of the profits of the Company such sums as it determines as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.</p>	<p>Before recommending any dividend <b>approved by the general meeting</b>, the <del>Company Board</del> may set aside out of the profits of the Company such sums as it determines as reserves which shall, <b>subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution, and</b> at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. <del>The Company Board</del> may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.</p>	<p>Before recommending any dividend approved by the general meeting, the Company may set aside out of the profits of the Company such sums as it determines as reserves which shall, subject to compliance with any profit distribution plan approved by the general meeting by way of ordinary resolution, and at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Company may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.</p>

<p>147</p>	<p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>	<p>The Company <u>in general meeting</u> may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>	<p>The Company in general meeting may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and capital redemption reserve and the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Article, a share premium account and any capital redemption reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid.</p>
<p>149</p>	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law:</p>	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law <u>and the rules of the Designated Stock Exchange:</u></p>	<p>The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the Law and the rules of the Designated Stock Exchange:</p>
<p>158</p>	<p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.</p>	<p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the <u>Company in general meeting</u> <del>Directors</del> shall <u>appoint an Auditor</u> to fill the vacancy and fix the remuneration of the Auditor so appointed.</p>	<p>If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Company in general meeting shall appoint an Auditor to fill the vacancy and fix the remuneration of the Auditor so appointed.</p>

161	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p><u>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on <b><u>the media designated by the securities regulatory authority of the place of listing,</u></b> the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). <b><u>Once the announcement is made, all holders of RMB Ordinary Shares are deemed to have received the notice.</u></b> The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</u></p> <p><b><u>(2) After listing on Shanghai Stock Exchange, the Company shall make announcement according to requirements of CSRC and the Shanghai Stock Exchange. Notices issued by the Company to holders of RMB Ordinary Shares shall be announced on media designated by CSRC. Once the announcement is released, it will be deemed that all holders of RMB Ordinary Shares have received such notice. If the notice shall at the same time be sent to other Members, provisions from other relevant Articles shall be implemented.</u></b></p>	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the media designated by the securities regulatory authority of the place of listing, the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). Once the announcement is made, all holders of RMB Ordinary Shares are deemed to have received the notice. The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(2) After listing on Shanghai Stock Exchange, the Company shall make announcement according to requirements of CSRC and the Shanghai Stock Exchange. Notices issued by the Company to holders of RMB Ordinary Shares shall be announced on media designated by CSRC. Once the announcement is released, it will be deemed that all holders of RMB Ordinary Shares have received such notice. If the notice shall at the same time be sent to other Members, provisions from other relevant Articles shall be implemented.</p>
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162(a)	if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;	if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other <u>senior management</u> officers of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;	if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other senior management officers of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
162(c)	if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and	if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other <u>senior management</u> officers of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and	if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other senior management officers of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
165(1)	The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.	The Board shall have power, <u>under the resolution passed at the general meeting</u> , in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.	The Board shall have power, under the resolution passed at the general meeting, in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
<b>REGULATORY REQUIREMENTS APPLICABLE TO RMB ORDINARY SHARES</b>			
N/A	—	<u>170. The issuance, listing, registration, trading and other matters of the Company's RMB Ordinary Shares shall be governed by the laws, regulations and normative documents of Mainland China. If RMB Ordinary Shares of the Company are listed on the Shanghai Stock Exchange, the Company shall comply with the laws and regulations of Mainland China and the relevant requirements of the securities regulatory authorities of Mainland China on the red-chip enterprises.</u>	170. The issuance, listing, registration, trading and other matters of the Company's RMB Ordinary Shares shall be governed by the laws, regulations and normative documents of Mainland China. If RMB Ordinary Shares of the Company are listed on Shanghai Stock Exchange, the Company shall comply with the laws and regulations of Mainland China and the relevant requirements of the securities regulatory authorities of Mainland China on the red-chip enterprises.

## MINTH GROUP LIMITED

## RULES OF PROCEDURE FOR GENERAL MEETINGS OF SHAREHOLDERS

## Chapter 1 General Provisions

- Article 1.** In order to protect the legitimate interests of Minth Group Limited (hereinafter referred to as the “**Company**”) and its shareholders, clearly define the duties and powers of the general meetings of shareholders, improve the efficiency of discussion for general meetings, and ensure the general meetings can lawfully exercise duties and authorities, these Rules are specially formulated in accordance with the Companies Act (2020 Revision) of the Cayman Islands (hereinafter referred to as the “**Companies Act**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (hereinafter referred to as the “**STAR Market Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”, which, together with the STAR Market Listing Rules, are collectively referred to as the “**Exchange Rules**”), and other laws, regulations and normative documents, the Articles of Association of Minth Group Limited (hereinafter referred to as “**the Articles of Association**”), as well as the actual circumstances of the Company.
- Article 2.** The Company, all shareholders, shareholders’ proxies, all Directors, senior management officers, relevant staffs of the general meetings, and other personnel present at the general meetings are bound by these Rules.
- Article 3.** The Board of Directors of the Company shall comply strictly with the provisions related to the convening of the general meetings in the Companies Act, other laws, regulations, Listing Rules and the Articles of Association, and shall organize the general meetings earnestly and timely. All Directors of the Company shall bear the responsibility of integrity and diligence for normal convening of the general meetings. No Director shall hinder the general meetings from lawfully performing the duties thereof.

**Chapter 2 Powers of the General Meeting****Article 4.**

- (1) In addition to the Articles of Association that the Company adopts, an annual general meeting of the Company shall be held in accordance of requirements of the Exchange Rules at such time and mode as may be determined by the Board.
- (2) The general meeting of the Company will exercise the following authorities and duties:
  - a. To review and approve the change in the Company's total number of shares authorized to be issued and the increase of total number of issued shares of the Company (including issuing shares (including preferred shares), securities convertible into shares, warrants and other securities affecting the Company's share capital);
  - b. Consolidate and divide all or any of its share capital into shares of larger nominal or par value than its existing shares;
  - c. By subdivision of its existing shares or any of them, divide the whole or any part of its share capital into shares of smaller nominal or par value than is fixed by the Articles of Association or into shares without par value;
  - d. Cancel any shares that at the date of the passing of the relevant resolution have not been taken or agreed to be taken by any person;
  - e. To appoint and remove Directors (except where such appointment or removal is permitted by the Board in the Articles of Association); to approve payment of any compensation to any Director/former Director for removal/retirement beyond the contractual interest;
  - f. To review and approve the Company's profit distribution plan and loss recovery plan;
  - g. To review and approve the annual report of the Board;
  - h. To determine fundamental change of the Company's business and operation;

- i. To decide on the appointment and dismissal of auditors for annual audit of the Company;
- j. To approve provision of guarantee by the Company to entities outside the scope of the Company's consolidated financial statements, where the amount guaranteed by the Company within one year exceeds 30% of the Company's latest audited total assets;
- k. To review and approve the Company's equity incentive plan (including stock options, restricted stocks and stock appreciation rights, etc.);
- l. To review and approve transactions that shall be approved by the general meeting in accordance with applicable laws, regulations, the Exchange Rules and other requirements;
- m. To review and approve connected (related) transactions that shall be approved by the general meeting in accordance with applicable laws, regulations, the Exchange Rules and other requirements;
- n. To reduce the total number of issued shares of the Company (including any redemption or repurchase of shares not covered by general mandate granted by shareholders in a general meeting) provided that other requirements of the Companies Act are complied with;
- o. To approve any amendment of the Articles of Association, or to adopt a new articles of association of the Company;
- p. To review and approve the purchase or sale of material assets of the Company, or the amount of the consideration of which, within consecutive twelve months exceeds 30% of the Company's latest audited total assets;
- q. To approve merger, voluntary liquidation and the change of form of the Company;

- r. To approve voluntary withdrawal of shares from trading on the existing stock exchange(s), and to resolve not to trade on the existing stock exchange(s), or to apply to trade on or transfer to other share trading platforms;
- s. Other authorities and duties stipulated by applicable laws, regulations, the Exchange Rules, the Articles of Association and other requirements.

**Article 5.** To the extent permitted by applicable laws, regulations and the Exchange Rules, the general meeting may authorize the Board to exercise relevant authorities and duties through appropriate procedures.

### **Chapter 3 Convening of General Meetings**

**Article 6.** Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. If permitted by the provisions of the Act, the Exchange Rules and the Articles of Association, all general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A of the Articles of Association, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.

**Article 7.** The Board may whenever it thinks fit call extraordinary general meetings. Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; the proposals for consideration at general meetings shall be within the scope of authorities and duties of the shareholders at general meetings, specific proposals and resolutions shall be provided in compliance with relevant requirements under applicable laws, regulations and the Articles of Association, and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

**Article 8.** To be in proper written form, a shareholder's requisition for an extraordinary general meeting must set forth the following contents:

1. a brief description of the business to be transacted at the general meeting and the reasons for transacting such business;
2. the name and record address of such shareholder on record;
3. the class or series and number of shares of the Company which are owned by and registered in the name of such shareholder;
4. a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the business proposed by such shareholder and any material interest of such shareholder in such proposed business; and

5. a statement that such shareholder intends to appear in person or by proxy at the general meeting to bring such business before the meeting

#### **Chapter 4 Proposal of the General Meeting**

- Article 9.** The Company convenes a general meeting, the Board has the right to put forward a motion to the Company for shareholders on record who are entitled to vote at the annual general meeting individually or collectively holding more than 3% of the shares of the Company on the record date may submit proposed resolution to the Company for consideration at the annual general meeting.
- Article 10.** The proposals for consideration at annual general meetings shall be within the scope of authorities and duties of the shareholders at general meetings, with specific proposals and resolutions provided in compliance with relevant requirements under laws, the Exchange Rules and the Articles of Association.
- Article 11.** The notice of shareholder's proposal in Article 10 above must contain the content required by Article 58 (2) of the Articles of Association.
- Article 12.** For all matters other than the nomination of Director by shareholder, notice of the shareholders concerned shall be sent to the Office of the Board within a period not less than sixty (60) days but not more than ninety (90) days before completion of one year period after the date of the annual general meeting of the Company in preceding year. If the date of the annual general meeting exceeds thirty (30) days or is delayed by more than sixty (60) days from the anniversary of the preceding annual general meeting, the notice of the shareholders shall not be earlier than ninety (90) day before the relevant annual general meeting, nor shall it be served later than sixty (60) day before the relevant annual general meeting or at the end of business on the tenth (10) day after the date of the first announcement of the date of the relevant annual general meeting.

**Chapter 5 Notice of the General Meeting**

- Article 13.** At least twenty-one (21) clear days' notice must be given for any annual general meeting. Any other general meetings (including extraordinary general meetings) must be given at least fourteen (14) clear days' notice. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given, and the relevant notice shall specify the Articles of Association, applicable laws, rules or regulations and the details as provided by the Exchange Rules.
- Article 14.** But a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
1. in the case of a meeting called as an annual general meeting, by all the shareholders entitled to attend and vote thereat; and
  2. in the case of any other general meetings, by a majority in number of the shareholders or their proxies having the right to attend and vote at the meeting (together representing at least ninety-five per cent. (95%) of the total voting rights at the meeting of all shareholders.
- Article 15.** The notice of the general meeting shall specify:
1. the time and place of the meeting;
  2. save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 64A of the Articles of Association, the principal place of the meeting (the "**Principal Meeting Place**");
  3. if the general meeting is to be a hybrid meeting or an electronic meeting (both terms as defined in the Articles of Association), the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting;
  4. particulars of resolutions to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such;

5. notice of every general meeting shall be given to all shareholders other than to such shareholder as, under the provisions of the Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a shareholder and to each of the Directors and the Auditors. If the shareholder is a corporation, it may appoint a representative to attend any general meeting of the Company and, where such corporation is so represented, it shall be treated as being present at any meeting in person.

**Article 16.** The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) to send such instrument of proxy to, or the non-receipt of such notice or such instrument of proxy by, any person entitled to receive such notice shall not invalidate any resolution passed or the proceedings at that meeting.

#### **Chapter 6 Convening of the General Meeting**

**Article 17.** Except for matters stipulated by applicable laws, regulations or the Articles of Association to be adopted by special resolutions, other matters shall be adopted by ordinary resolutions. The following matters shall be adopted by special resolutions at general meetings:

1. Reduction of the Company's share capital, any redemption reserve or other non-distributable reserves (including any redemption or repurchased of shares not covered by general mandate granted by shareholders of the Company in a general meeting) provided that other requirements of the Companies Act are complied with;
2. Removal of the Auditor at any time before the expiration of his term of office;
3. Change in the name of the Company;
4. Approving any amendments to the Company's memorandum of association and the Articles of Association, or adopting new memorandum of association and the articles of association;

5. Reviewing and approving the purchase or sale of material assets of the Company within one year which exceeds 30% of the Company's latest audited total assets;
6. Approving merger, voluntary liquidation and the change of form of the Company;
7. Approving provision of guarantee by the Company to a company outside the scope of the Company's consolidated financial statements where the guarantee amount within one year exceeds 30% of the Company's latest audited total assets;
8. Approving voluntary withdrawal of shares from trading on the existing stock exchange(s), and resolving not to trade on the existing stock exchange(s), or applying to trade on or transfer to other share trading platforms.

**Article 18.**

All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:

1. the declaration and sanctioning of dividends;
2. consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;
3. the election of Directors whether by rotation or otherwise in the place of those retiring;
4. appointment of Auditors (where special notice of the intention for such appointment is not required by the Companies Act) and other senior management officers;
5. the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;

6. the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent. in nominal value of its existing issued share capital; and
7. the granting of any mandate or authority to the Directors to repurchase securities of the Company

**Article 19.**

No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) shareholders entitled to vote and present in person or by proxy or (in the case of a shareholder being a corporation) by its duly authorised representative shall form a quorum for all purposes. However, if the Company only has one shareholder at a certain time, the presence of that shareholder in person or by proxy at the general meeting shall be deemed as meeting the requirement on the quorum for convening a general meeting.

**Article 20.**

In addition to any other applicable requirements, for a shareholder to nominate a director for election, such shareholder must:

1. be a shareholder on record on both the date of the giving of the notice by such shareholder provided for in the Article 61(4) of the Articles of Association and the record date for the determination of shareholders entitled to vote at such annual general meeting and, for a nomination of non-independent director candidates, such shareholders must individually or collectively hold 3% or more of the total number of shares issued by the Company with voting rights; in the case of nomination of independent director candidates, such shareholders shall individually or collectively hold 1% or more of the total number of shares issued by the Company with voting rights; and
2. send an appropriate notice in writing in the form as required under Article 88 of the Articles of Association to the head office or the Registration Office.

**Article 21.** If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of shareholders, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Article 57 of the Articles of Association as the chairman of the meeting (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

**Article 22.** The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the shareholders present in person or (in the case of a shareholder being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.

- Article 23.** Subject to Article 64C of the Articles of Association, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) of the Articles of Association but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.
- Article 24.** The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- Article 25.** All general meetings are subject to the following and, where appropriate, all references to a "shareholder" or "shareholders" in this Article shall include a proxy or proxies respectively:
1. where a shareholder is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place (as defined in the Articles of Association);

2. shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
3. where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and;
4. if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of the Articles of Association concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

**Article 26.** The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

**Article 27.** If it appears to the chairman of the general meeting that:

1. the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 64A(1) of the Articles of Association or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
2. in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
3. it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
4. there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under the Articles of Association or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

**Article 28.**

The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

**Article 29.**

If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Shareholders. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. The above provision shall be subject to the following:

1. when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);
2. when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine;
3. when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 64 of the Articles of Association, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

4. Notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the shareholders.

**Article 30.**

All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 64C of the Articles of Association, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

**Article 31.**

Without prejudice to other provisions in Article 64 of the Articles of Association, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**Article 32.**

If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

**Chapter 7 Voting and Resolution of the General Meeting****Article 33.**

Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with the Articles of Association, at any general meeting on a show of hands every shareholder present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in the Articles of Association, where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the Exchange Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

1. by the chairman of such meeting; or
2. by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
3. by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
4. by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or

5. if required by the Exchange Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

**Article 34.** A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a shareholder. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

**Article 35.** A cumulative voting system shall be used for the election of Directors at a general meeting. “Cumulative voting system” in this Article means that when voting on the resolution to elect Directors at a general meeting, each share shall have the same number of votes equal to the number of Directors to be elected, and the shareholder may cast such number of votes collectively.

**Article 36.** Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.

**Article 37.** If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Exchange Rules.

**Article 38.** A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.

- Article 39.** The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
- Article 40.** On a poll votes may be given either personally or by proxy.
- Article 41.** A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Article 42.** All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Articles of Association or by the Companies Act. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
- Article 43.** Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this provision be deemed joint holders thereof.

- Article 44.** A shareholder who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, or postponed meeting, or poll, as the case may be.
- Article 45.** Any person entitled under Article 53 of the Articles of Association to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- Article 46.** No shareholder shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- Article 47.** Where the Company has knowledge that any shareholder is, under the Exchange Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

**Article 48.**

If:

1. any objection shall be raised to the qualification of any voter; or
2. any votes have been counted which ought not to have been counted or which might have been rejected; or
3. any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

**Chapter 8 Proxies of Shareholders****Article 49.**

Any shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder. In addition, a proxy or proxies representing either a shareholder who is an individual or a shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.

**Article 50.** The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

**Article 51.** The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- Article 52.** Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- Article 53.** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting, or the taking of the poll, at which the instrument of proxy is used.
- Article 54.** Anything which under the Articles of Association a shareholder may do by proxy he may likewise do by his duly appointed attorney and the provisions of the Articles of Association relating to proxies and instruments appointing proxies shall apply mutatis mutandis in relation to any such attorney and the instrument under which such attorney is appointed.
- Article 55.** Any corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of shareholders. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual shareholder and such corporation shall for the purposes of the Articles of Association be deemed to be present in person at any such meeting if a person so authorised is present thereat.

**Article 56.** If a clearing house (or its nominee(s)), being a corporation, is a shareholder, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.

**Article 57.** Any reference to representative of a corporation shareholder duly authorised under the Articles of Association shall mean the formal authorised representative authorised pursuant to the Articles of Association.

#### **Chapter 9 Written Resolutions of Shareholders**

**Article 58.** A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last shareholder to sign, and where the resolution states a date as being the date of his signature thereof by any shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant shareholders.

**Chapter 10 Miscellaneous**

- Article 59.** Any matters not specified in these Rules shall be subject to applicable laws, regulations, normative documents, the Exchange Rules, and the Articles of Association (hereinafter collectively referred to as “Applicable Requirements”). If there is any change in Applicable Requirements after these Rules coming into effect resulting in a conflict between these Rules and the Applicable Requirements, the Company shall promptly amend these Rules and ensure compliance with the mandatory requirements in Applicable Requirements at all times.
- Article 60.** These Rules have been prepared by the Board and submitted to the general meeting for review and approval, and shall be effective from the date of the Company’s initial public offering and listing of the RMB Ordinary Shares (as defined in the Articles of Association) on the Science and Technology Innovation Board of Shanghai Stock Exchange.
- Article 61.** The Board of Directors shall have the right to construe these Rules.

## MINTH GROUP LIMITED

## RULES OF PROCEDURE FOR BOARD MEETINGS

## Chapter 1 General Provisions

**Article 1.** In order to further regulate the method of discussion and decision-making process of Minth Group Limited (hereinafter referred to as the “**Company**”), facilitate the Directors and the Board to perform their duties and responsibilities, and improve the level of standard operation and scientific decision-making of the Board, these rules of procedure are formulated in accordance with The Companies Act (2020 Revision) of the Cayman Islands (hereinafter referred to as the “**Companies Act**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange (hereinafter referred to as the “**STAR Market Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Listing Rules**”), which, together with the STAR Market Listing Rules, are collectively referred to as the “**Exchange Rules**”), and other laws, regulations and normative documents, the Articles of Association of Minth Group Limited (hereinafter referred to as the “**Articles of Association**”), as well as the actual circumstances of the Company.

## Chapter 2 Powers of the Board

**Article 2.** Subject to the provisions of the Companies Act, the rules of designated stock exchanges and the Articles of Association, the Board shall have, amongst others, the following authorities and duties:

1. According to the approval or authorization granted in the general meeting to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed;
2. To give to any senior management officer or employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration;

3. Initiate a general meeting to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Companies Act;
4. To convene a general meeting and carry out action according to a resolution passed at the general meeting;
5. To formulate the Company's profit distribution plan and loss recovery plan;
6. To work out material acquisitions and disposal of the Company;
7. To review and approve material transactions and connected (related) transactions that shall be approved by the Board in accordance with applicable laws, regulations, the Exchange Rules and other requirements;
8. To approve provision of guarantee by the Company to enterprises outside the scope of the Company's consolidated financial statements, which does not fall within the scope of authorities and duties of the general meetings;
9. To appoint or dismiss the chief executive officer, the company secretary and other senior management officer of the Company, and decide on matters of their remuneration, rewards and punishments;
10. To propose to the general meeting to appoint or replace auditors for annual audit of the Company;
11. To formulate proposals of the Company to increase or reduce the number of shares authorized to be issued and the number of issued shares;
12. To formulate proposals for the amendments of the Articles of Association;
13. To formulate the governance practices and policies of the Company;

14. To decide on the issuance of general bonds by the Company (except for the issuance of convertible bonds which are subject to approval of members);
15. Subject to Article 86(3) of the Articles of Association, to appoint Directors to fill temporary vacancies or increase the number of existing Directors, provided that the total number of directors (excluding alternate Directors) shall not at any time exceed the number specified in the Articles of Association;
16. To the extent permitted by applicable laws and regulations and the rules of the Designated Stock Exchange, the Board may, review and approve the business in relation to the change in use of the raised funds;
17. To the extent permitted by applicable laws and regulations and the Exchange Rules, the Board may, through due process, delegate the relevant authority to the management of the Company;
18. Other authorities and duties stipulated by applicable laws and regulations, the Exchange Rules, the Articles of Association and other requirements.

### **Chapter 3 Board Meetings**

#### **Article 3.**

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Except as otherwise provided by applicable laws, the Exchange Rules and the Articles of Association, questions arising at any meeting shall be determined by a majority of votes of all Directors (including alternate Directors) present at a meeting. Each Director shall have one vote on a resolution proposed at the meeting. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

- Article 4.** Where a Director is related to or connected with enterprises involved in the resolution of the Board at the Board meeting, the related or connected Director shall neither vote on the resolution nor exercise voting rights on behalf of other Directors. The majority of unrelated or non-connected Directors shall be present at such Board meeting and the resolutions proposed at such Board meeting shall be adopted by majority of unrelated or non-connected Directors. If there are less than three unrelated or non-connected Directors attending the Board meeting, the Company shall submit the issue to the general meeting for deliberation. Subject to the exceptions specified in the Articles of Association, the Directors shall not vote on any board resolution approving any contract, transaction, loan, arrangement or any other proposal in which he or any of his close associates (as defined in the Exchange Rules) has a material interest.
- Article 5.** Guarantees within the scope of authority of the Board shall, in addition to being adopted by the majority of all the Directors, also be approved by two-third or more of the Directors attending the Board meeting.
- Article 6.** Where the Board approve matters related to share repurchase in accordance with requirements of the relevant laws and regulations of Mainland China or the authorization of the general meeting, the resolution shall be adopted by two-third or more of the Directors attending the Board meeting.
- Article 7.** A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.
- Article 8.** The quorum necessary for the transaction of the business of the Board shall be established if more than half of all Directors, of whom at least one shall be executive Director, are present in person or by his/her Alternate Director. An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate provided that he shall not be counted more than once for the purpose of determining whether or not a quorum is present.

- Article 9.** Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- Article 10.** Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
- Article 11.** The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with the Articles of Association, the continuing Directors or Director, notwithstanding that the number of Directors is below the number fixed by or in accordance with these Articles as the quorum or that there is only one continuing Director, may act for the purpose of filling vacancies in the Board or of summoning general meetings of the Company but not for any other purpose.
- Article 12.** The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- Article 13.** A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.

- Article 14.** The Board may delegate any of its powers, authorities and discretions to committees, consisting of such Director or Directors and other persons as it thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.
- Article 15.** All acts done by any such committee in conformity with such regulations, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.
- Article 16.** The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in the Articles of Association for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the Articles 14 and 15 of the Articles and Association.
- Article 17.** A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by the Articles and Association) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.

**Article 18.** All acts bona fide done by the Board or by any committee or by any person acting as a Director or members of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee.

**Chapter 4 Miscellaneous**

**Article 19.** Any matter not specified in these Rules shall be subject to applicable laws, regulations, normative documents, the Exchange Rules and the Articles of Association (hereinafter collectively referred to as “Applicable Requirements”). If there is any change in Applicable Requirements after these Rules coming into effect resulting in a conflict between these Rules and Applicable Requirements, the Company shall promptly amend these Rules and ensure compliance with the mandatory requirements in Applicable Requirements at all times.

**Article 20.** These Rules have been prepared by the Board and submitted to the general meeting for review and approval, and shall be effective from the date of the Company’s initial public offering and listing of the RMB Ordinary Shares (as defined in the Articles of Association) on the Science and Technology Innovation Board of the Shanghai Stock Exchange.

**Article 21.** These Rules shall be construed by the Board.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### MINTH GROUP LIMITED

### 敏實集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 425)**

## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Minth Group Limited (the “Company”) will be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 14 April 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 19 March 2021 issued by the Company (the “Circular”).

### Ordinary Resolutions

1. To consider and approve the RMB Share Issue and the Specific Mandate:  
  
“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 204,670,588 RMB Shares as may be issued under the RMB Share Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the RMB Share Issue and the Specific Mandate” in the Circular).”
2. To consider and approve the authorisation of the Board to exercise full powers to deal with matters relating to the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation of the Board to Exercise Full Powers to Deal with Matters Relating to the RMB Share Issue” in the Circular).
3. To consider and approve the plan for distribution of profits accumulated before the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the RMB Share Issue” in the Circular).

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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4. To consider and approve the policy for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the profit distribution policy and the dividend return plan for the three years after the RMB Share Issue in the form as set forth in Appendix II to the Circular.
6. To consider and approve the use of proceeds from the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the RMB Share Issue” in the Circular).
7. To consider and approve the remedial measures for the potential dilution of immediate returns by the RMB Share Issue in the form as set forth in Appendix III to the Circular.
8. To consider and approve the undertakings and the corresponding binding measures in connection with the RMB Share Issue in the form as set forth in Appendix IV to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
9. To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
10. To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VII to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
11. To authorise any Director or officer of the Company to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the ordinary resolutions above.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### Special Resolution

12. To consider and approve the amendments to the Articles of Association:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above:

- (1) the amendments to the Articles of Association as set forth in Appendix V to the Circular be and are hereby approved and the same to take effect from the date of listing of the RMB Shares on the Sci-Tech Board;
- (2) the articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “A” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and
- (3) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the special resolutions above.”

By Order of the Board  
**Minth Group Limited**  
**Wei Ching Lien**  
*Chairperson*

Hong Kong, 19 March 2021

*Principal Place of Business in the PRC:*

No.1, Yazhong Road, Nanhu  
Jiaying, Zhejiang Province  
Postal Code: 314006  
PRC

*Principal Place of Business in Hong Kong:*

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North Point, Hong Kong

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Board comprises Ms. Wei Ching Lien (Chairperson), Mr. Chen Bin Bo (Chief Executive Officer) and Ms. Chin Chien Ya, being executive Directors; and Dr. Wang Ching, Ms. Yu Zheng and Mr. Wu Tak Lung being independent non-executive Directors.*

**Notes:**

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy, the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or an office copy) must be delivered to the Company's Hong Kong share registrar with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof should he so wish and in such event, the proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 9 April 2021 to 14 April 2021 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms, accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 8 April 2021. All persons who are registered holders of the Shares on 14 April 2021, the record date for the EGM, will be entitled to attend and vote at the EGM.
4. Shareholders are advised to read the Circular which contains information concerning the resolutions to be proposed at the EGM.
5. The voting at the EGM will be taken by a poll.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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6. Please see pages i to ii of the circular of the Company dated 19 March 2021 for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (“**COVID-19**”) pandemic at the Meeting, including:
  - (a) compulsory body temperature screening/checks;
  - (b) mandatory use of surgical face masks;
  - (c) mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
  - (d) appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding; and
  - (e) no refreshment or drinks will be provided at the EGM.
7. For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.