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**Shanghai Haohai Biological Technology Co., Ltd.\***

**上海昊海生物科技股份有限公司**

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

**(Stock Code: 6826)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,  
THE RULES OF PROCEDURE OF THE GENERAL MEETING AND  
THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS  
FOR THE PURPOSE OF THE PROPOSED A SHARE OFFERING**

References are made to the announcements of the Company dated January 3, 2019 and April 18, 2019, and the circular dated February 25, 2019 in relation to the proposed A Share Offering and the proposed amendments to the Articles of Association for the purpose of the A Share Offering.

At the extraordinary general meeting of the Company held on March 12, 2019, the Shareholders approved, among other things, the proposal on amending the Articles of Association of the Company and the Rules of Procedure of the General Meeting, the Board of Directors and the board of supervisory of the Company for the purpose of the A Share Offering. The Draft of Articles of Association of A Shares and the revised Rules of Procedure of the General Meeting, the Board of Directors and the board of supervisory will be effective and applicable upon the completion of the A Share Offering.

In view of the revision of relevant laws, regulations and regulatory documents in the PRC, the Board has passed a resolution on June 6, 2019 to approve the further amendments to the Draft of Articles of Association of A Shares, the Rules of Procedure of the General Meeting and the Rules of Procedure of the Board of Directors, which will be effective and applicable upon the completion of the A Share Offering. Please refer to Appendices I to III to this announcement for the full text of the proposed amendments to the Draft of Articles of Association of A Shares, the Rules of Procedure of the General Meeting and the Rules of Procedure of the Board of Directors.

The proposed amendments to the Draft of Articles of Association of A Shares, the Rules of Procedure of the General Meeting and the Rules of Procedure of the Board of Directors will be put forward for Shareholders' consideration and approval at the AGM by way of special resolution. Following the approval at the AGM by the Shareholders, such amendments will become effective and applicable upon the completion of the A Share Offering.

A supplemental notice of the AGM containing, among other things, further details of the proposed amendments to the Draft of Articles of Association of A Shares, the Rules of Procedure of the General Meeting and the Rules of Procedure of the Board of Directors, will be despatched to the Shareholders in due course.

**The A Share Offering may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. The Company will disclose further details and development with respect to the A Share Offering in due course.**

## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2018 annual general meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Thursday, June 27, 2019 at 10:00 a.m. or any adjournment thereof
“A Share(s)”	ordinary shares that are proposed to be issued under the A Share Offering by the Company, with a par value of RMB1.00 each, which will be listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and traded in RMB
“A Share Offering”	the Company's proposed initial public offering of not more than 17.8 million A Shares which are to be listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, and the issuance of A Shares upon the exercise of the over-allotment option (if any)
“Articles of Association”	the Articles of Association of the Company, as amended, revised or supplemented from time to time

“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司), a joint stock company incorporated in the PRC with limited liability and its H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 6826)
“Director(s)”	the director(s) of the Company
“Draft of Articles of Association of A Shares”	the Articles of Association proposed to be amended for the purpose of the A Share Offering to formulate the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd.* (Draft) which will be effective and applicable upon the completion of the A Share Offering
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Rules of Procedure of the Board of Directors”	the rules of procedure of the Board of Directors of the Company
“Rules of Procedure of the General Meeting”	the rules of procedure of the general meeting of the Company

“RMB” or “Renminbi”                      Renminbi, the lawful currency of the PRC

“Shareholder(s)”                          shareholder(s) of the Company

By order of the Board  
**Shanghai Haohai Biological Technology Co., Ltd.\***  
*Chairman*  
**Hou Yongtai**

Shanghai, the PRC, June 6, 2019

*As at the date of this announcement, the executive directors of the Company are Dr. Hou Yongtai, Mr. Wu Jianying, Mr. Huang Ming, Ms. Chen Yiyi and Mr. Tang Minjie; the non-executive directors of the Company are Ms. You Jie and Mr. Gan Renbao; and the independent non-executive directors of the Company are Mr. Chen Huabin, Mr. Shen Hongbo, Mr. Li Yuanxu, Mr. Zhu Qin and Mr. Wong Kwan Kit.*

*\* For identification purpose only*

# APPENDIX I — PROPOSED AMENDMENTS TO THE DRAFT OF ARTICLES OF ASSOCIATION OF A SHARES

No.	Original Articles	Revised Articles
1	<p><b>Article 1</b></p> <p>To safeguard the legitimate rights and interests of Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司) (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”) and, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”), Guidelines to Articles of Association of Listed Companies (amended in 2016)” (hereinafter referred to as the “Guidelines to Articles of Association”) and other relevant laws and provisions.</p>	<p><b>Article 1</b></p> <p>To safeguard the legitimate rights and interests of Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司) (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”) and, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”), Guidelines to Articles of Association of Listed Companies (amended in <del>2016</del>2019)” (hereinafter referred to as the “Guidelines to Articles of Association”) and other relevant laws and provisions.</p>

No.	Original Articles	Revised Articles
2	<p><b>Article 11</b></p> <p>The Company's scope of operation shall be consistent with the scope of operation approved by the authority responsible for the Company's registration. The scope of operation of the Company covers: technology development, technology transfer, technical consulting and technical services in respect of genetic engineering, chemical synthesis, natural medicines and diagnostic reagents; research and production of small dose injections, active pharmaceutical ingredients, bioengineering products and medical devices; import and export of goods and technologies; medical devices business; wholesale of anhydrous ethanol (without storage facilities); and sales of chemical raw materials and products (except for hazardous chemicals) and cosmetics (Businesses subject to approvals under laws shall be carried out upon approval by relevant authorities).</p> <p>The Company may, in light of changes in domestic or overseas markets, the development of its businesses and its own capabilities, lawfully change its scope of operation and complete relevant formalities for such change.</p>	<p><b>Article 11</b></p> <p>The Company's scope of operation shall be consistent with the scope of operation approved by the authority responsible for the Company's registration. The scope of operation of the Company covers: technology development, technology transfer, technical consulting and technical services in respect of genetic engineering, chemical synthesis, natural medicines and diagnostic reagents; research and production of small dose injections, active pharmaceutical ingredients, bioengineering products—<del>and medical devices</del>, <u>Class III 6822 implanted or long-term attached ophthalmic optical devices, 6864 absorbable hemostatic material and anti-adhesion material</u>; import and export of goods and technologies; medical devices business; wholesale of anhydrous ethanol (without storage facilities); and sales of chemical raw materials and products (except for hazardous chemicals) and cosmetics (Businesses subject to approvals under laws shall be carried out upon approval by relevant authorities).</p> <p>The Company may, in light of changes in domestic or overseas markets, the development of its businesses and its own capabilities, lawfully change its scope of operation and complete relevant formalities for such change.</p>

No.	Original Articles	Revised Articles
3	<p><b>Article 25</b></p> <p>... ..</p> <p>If the directors, supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company's shares they hold within six months after purchase or buy shares of the Company within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining Shares pursuant to an underwriting arrangement, the six-month limitation for selling the said shares shall not apply.</p> <p>... ..</p> <p>Should the Board of Directors of the Company fail to execute the provisions under the first paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>	<p><b>Article 25</b></p> <p>... ..</p> <p>If the directors, supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company's shares they hold within six months after purchase or buy shares of the Company within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining Shares pursuant to an underwriting arrangement, the six-month limitation for selling the said shares shall not apply.</p> <p>... ..</p> <p>Should the Board of Directors of the Company fail to execute the provisions under the <del>first</del><u>third</u> paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>

No.	Original Articles	Revised Articles
4	<p><b>Article 31</b></p> <p>If the Company repurchases its own shares for the circumstances under sub-paragraphs (1) to (2) of Article 28 hereof, resolutions related thereto shall be adopted at a general meeting. If the Company repurchases its own shares in accordance with for the circumstances under sub-paragraph (3), (5), (6) of Article 28 hereof, resolutions related thereto shall be adopted at a board meeting attended by more than two-thirds of the Directors according to the requirements of Articles of Association and the authorization of general meeting.</p> <p>If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (1), the shares so repurchased shall be cancelled within 10 days from the date of repurchase. If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (2), (4), the shares so repurchased shall be transferred or cancelled within 6 months. If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (3), (5), (6), the total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company, and shall be transferred or cancelled within 3 years.</p>	<p><b>Article 31</b></p> <p>If the Company repurchases its own shares for the circumstances under sub-paragraphs (1) to (2) of <u>paragraph 1 of Article 28</u> hereof, resolutions related thereto shall be adopted at a general meeting. If the Company repurchases its own shares in accordance with for the circumstances under sub-paragraph (3), (5), (6) of <u>paragraph 1 of Article 28</u> hereof, resolutions related thereto shall be adopted at a board meeting attended by more than two-thirds of the Directors according to the requirements of Articles of Association and the authorization of general meeting.</p> <p>If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (1) <u>of paragraph 1</u>, the shares so repurchased shall be cancelled within 10 days from the date of repurchase. If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (2), (4) <u>of paragraph 1</u>, the shares so repurchased shall be transferred or cancelled within 6 months. If the Company repurchases its own shares in accordance with Article 28 under the circumstances set forth in sub-paragraph (3), (5), (6) <u>of paragraph 1</u>, the total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company, and shall be transferred or cancelled within 3 years.</p> <p>... ..</p>

No.	Original Articles	Revised Articles
5	<p><b>Article 54</b></p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay the share subscription price based on the shares subscribed and the method of subscription;</p> <p>(3) Substantial shareholders shall give a timely, true and complete report to the Board containing, among others, a name list of their liaison persons and the information about their connected transactions;</p> <p>(4) Not to abuse their shareholders' rights to prejudice the interests of the Company or other shareholders, and not to abuse the independent status of the Company as a legal entity and the limited liability of shareholders to prejudice the interests of the Company's creditors;</p> <p>If a shareholder of the Company abuses the rights of shareholder and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p>	<p><b>Article 54</b></p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>(1) To abide by laws, administrative regulations and the Articles of Association;</p> <p>(2) To pay the share subscription price based on the shares subscribed and the method of subscription;</p> <p>(3) <u>Not to withdraw their shares except in circumstances specified in laws and regulations;</u></p> <p>(34) Substantial shareholders shall give a timely, true and complete report to the Board containing, among others, a name list of their liaison persons and the information about their connected transactions;</p> <p>(45) Not to abuse their shareholders' rights to prejudice the interests of the Company or other shareholders, and not to abuse the independent status of the Company as a legal entity and the limited liability of shareholders to prejudice the interests of the Company's creditors;</p> <p>If a shareholder of the Company abuses the rights of shareholder and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p>

No.	Original Articles	Revised Articles
	<p>If a shareholder of the Company abuses the Company's independent status as a legal entity and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p> <p>(5) To assume other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p>	<p>If a shareholder of the Company abuses the Company's independent status as a legal entity and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p> <p>(<del>5</del>6) To assume other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p>

No.	Original Articles	Revised Articles
6	<p><b>Article 63</b></p> <p>The venue of the general meeting shall be the domicile of the Company or the venue specified in the notice of the general meeting.</p> <p>The Company shall set the meeting venue by way of on-site meetings. Under the condition that the Company ensures the legality and validity of the general meeting, multiple means and methods, including modern information technology such as internet voting platform, may be provided for the convenience of the shareholders in attending such meeting. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. Shareholders attending the general meeting via the abovementioned methods are considered to be present at such meeting. Online voting is not applicable to the holders of H shares.</p> <p>For any general meetings held online or via other methods, the voting time and procedure for the relevant voting methods shall be set out clearly in the notice of the general meeting.</p> <p>... ..</p>	<p><b>Article 63</b></p> <p>The venue of the general meeting shall be the domicile of the Company or the venue specified in the notice of the general meeting.</p> <p>The Company shall set the meeting venue by way of on-site meetings. <del>Under the condition that the Company ensures the legality and validity of the general meeting, multiple means and methods, including modern information technology such as internet voting platform, may be provided for the convenience of the shareholders in attending such meeting.</del> In addition, the Company will provide online and other means for the convenience of participation by the shareholders. Shareholders attending the general meeting via the abovementioned methods are considered to be present at such meeting. Online voting is not applicable to the holders of H shares.</p> <p>For any general meetings held online or via other methods, the voting time and procedure for the relevant voting methods shall be set out clearly in the notice of the general meeting.</p> <p>... ..</p>

No.	Original Articles	Revised Articles
7	<p><b>Article 96</b></p> <p>The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) Work reports of the Board and the supervisory committee;</p> <p>(2) Profit distribution plan and loss make-up plan formulated by the Board;</p> <p>(3) Appointment or dismissal of the members of the Board and the members of the supervisory committee and their remuneration and payment methods thereof;</p> <p>(4) Annual preliminary and final budgets, balance sheet, profit statement and other financial statements of the Company;</p> <p>(5) Matters other than those requiring approval by special resolutions in accordance with the laws, administrative regulations, the Hong Kong Listing Rules or this Articles of Association.</p>	<p><b>Article 96</b></p> <p>The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) Work reports of the Board and the supervisory committee;</p> <p>(2) Profit distribution plan and loss make-up plan formulated by the Board;</p> <p>(3) Appointment or dismissal of the members of the Board and the members of the supervisory committee and their remuneration and payment methods thereof;</p> <p>(4) Annual preliminary and final budgets, balance sheet, profit statement and other financial statements of the Company;</p> <p>(5) Matters other than those requiring approval by special resolutions in accordance with the laws, administrative regulations, <del>the Hong Kong Listing Rules</del> <u>the requirements of the stock exchange on which our shares are listed</u> or this Articles of Association.</p>
8	<p><b>Article 123</b></p> <p>Directors shall be elected by the general meeting. Every term of a director is three (3) years. Upon expiry of the term, a director shall be eligible for re-election and re-appointment. Before the term of office of a director expires, the general meeting cannot terminate his (her) duties without a reason.</p> <p>... ..</p>	<p><b>Article 123</b></p> <p>Directors shall be elected <u>or replaced at</u> <del>by</del> the general meeting <u>and may be removed before the expiry of the term at the general meeting.</u> Every term of the a director is three (3) years, <u>and</u> <del>Upon</del> expiry of the term, a director shall be eligible for re-election and re-appointment. Before the term of office of a director expires, the general meeting cannot terminate his (her) duties without a reason.</p> <p>.....</p>

No.	Original Articles	Revised Articles
9	<p><b>Article 143</b></p> <p>The Company shall set up special committees such as a strategy committee, an audit committee, a nomination committee, and a remuneration and assessment committee, under the Board, and other special committees that the Board deems necessary to establish. Under the unified leadership of the Board, each special committee shall provide recommendations and advice for the decisions to be made by the Board.</p>	<p><b>Article 143</b></p> <p>The Company shall set up special committees such as a strategy committee, an audit committee, a nomination committee, and a remuneration and assessment committee, under the Board, and other special committees that the Board deems necessary to establish. <u>All the special committees shall be accountable to the Board, perform their duties in accordance with this Articles of Association and the authorization of the Board, and submit resolutions to the Board for consideration and decision.</u> Under the unified leadership of the Board, each special committee shall provide recommendations and advice for the decisions to be made by the Board. <u>All members of the special committees shall be comprised of directors, of which independent directors shall account for the majority of the members of the audit committee, the nomination committee, and the remuneration and assessment committee under the Board and shall act as the convener. The convener of the audit committee shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating the operation.</u></p>

No.	Original Articles	Revised Articles
10	<p><b>Article 146</b></p> <p>The secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the Board. The primary responsibilities of the secretary to the Board include:</p> <ol style="list-style-type: none"> <li>(1) To ensure the organizations documents and records of the Company are complete;</li> <li>(2) To ensure the Company to prepare and submit all reports and documents to the regulatory authorities as required by the laws;</li> <li>(3) To ensure the proper establishment of the register of members of the Company, and to ensure timely access to the relevant records and documents by the individuals who are entitled to access such information.</li> </ol>	<p><b>Article 146</b></p> <p>The secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the Board. The primary responsibilities of the secretary to the Board include:</p> <ol style="list-style-type: none"> <li>(1) To ensure the organizations documents and records of the Company are complete;</li> <li>(2) To ensure the Company to prepare and submit all reports and documents to the regulatory authorities as required by the laws;</li> <li>(3) To ensure the proper establishment of the register of members of the Company, and to ensure timely access to the relevant records and documents by the individuals who are entitled to access such information-; <u>and</u></li> <li>(4) <u>Perform other functions and powers as required by the laws, administrative regulations, departmental rules, and the listing rules of stock exchanges where stocks are listed, and other powers conferred by the Board.</u></li> </ol>

No.	Original Articles	Revised Articles
11	<p><b>Article 148</b></p> <p>The Company has one (1) general manager and a certain number of vice general managers, who shall be appointed or dismissed by the Board. The vice general manager shall assist the general manager in his work, and shall be accountable to the general manager. In absence or incapability of the general manager in performing his duties for any reasons, such duties shall be performed by the vice general manager(s). The Board of the Company may decide upon whether a member of the Board shall concurrently act as the general manager.</p> <p>Each general manager, vice general manager and other senior management shall have an every term of office of three (3) years, and shall be eligible for reappointment. Persons holding positions at the controlling shareholder or actual controller of the Company (other than being a director) may not concurrently serve as the Company's senior management members.</p>	<p><b>Article 148</b></p> <p>The Company has one (1) general manager and a certain number of vice general managers, who shall be appointed or dismissed by the Board. The vice general manager shall assist the general manager in his work, and shall be accountable to the general manager. In absence or incapability of the general manager in performing his duties for any reasons, such duties shall be performed by the vice general manager(s). The Board of the Company may decide upon whether a member of the Board shall concurrently act as the general manager.</p> <p>Each general manager, vice general manager and other senior management shall have an every term of office of three (3) years, and shall be eligible for reappointment. Persons holding <u>administrative</u> positions at the controlling shareholder <del>or actual controller</del> of the Company (other than being a director <u>or supervisor</u>) may not concurrently serve as the Company's senior management members.</p>
12	<p><b>Article 152</b></p> <p>The general manager may resign before the expiry of his terms of office and detailed procedure and methods in relation to resignation shall be referred to the employment contracts between such manager and the Company.</p>	<p><b>Article 152</b></p> <p>The general manager may resign before the expiry of his terms of office and detailed procedure and methods in relation to resignation shall be referred to the employment <u>(service)</u> contracts between such manager and the Company.</p>

No.	Original Articles	Revised Articles
13	<p data-bbox="276 264 443 297"><b>Article 182</b></p> <p data-bbox="276 331 826 510">The Company shall enter into written contracts with the directors, supervisors and other senior management containing at least the following provisions:</p> <p data-bbox="276 544 826 1093">(1) An undertaking by the directors, supervisors and other senior management to the Company that he shall observe and comply with the Company Law, the Special Provisions, this Articles of Association, the Codes on Takeovers and Mergers and Share Buy-backs and other regulations of stock exchanges where the securities are listed, and a clarification that the Company shall have the remedies provided in this Articles of Association and that neither the contract nor his office is assignable;</p> <p data-bbox="276 1126 826 1373">(2) An undertaking by the directors, supervisors and other senior management to the Company that they shall observe and comply with their obligations to shareholders stipulated in this Articles of Association;</p> <p data-bbox="276 1406 826 1473">(3) The arbitration clause as set out in the Hong Kong Listing Rules.</p> <p data-bbox="276 1518 343 1541">... ..</p>	<p data-bbox="850 264 1018 297"><b>Article 182</b></p> <p data-bbox="850 331 1401 510">The Company shall enter into written contracts with the directors, supervisors and <del>other</del> senior management containing at least the following provisions:</p> <p data-bbox="850 544 1401 1093">(1) An undertaking by the directors, supervisors and <del>other</del> senior management to the Company that he shall observe and comply with the Company Law, the Special Provisions, this Articles of Association, the Codes on Takeovers and Mergers and Share Buy-backs and other regulations of stock exchanges where the securities are listed, and a clarification that the Company shall have the remedies provided in this Articles of Association and that neither the contract nor his office is assignable;</p> <p data-bbox="850 1126 1401 1373">(2) An undertaking by the directors, supervisors and <del>other</del> senior management to the Company that they shall observe and comply with their obligations to shareholders stipulated in this Articles of Association;</p> <p data-bbox="850 1406 1401 1473">(3) The arbitration clause as set out in the Hong Kong Listing Rules.</p> <p data-bbox="850 1518 917 1541">... ..</p>

No.	Original Articles	Revised Articles
14	<p><b>Article 212</b></p> <p>In case of a division, the Company's properties shall be divided accordingly.</p> <p>In case of a division of the Company, all the parties involved therein shall sign an agreement on the division, and prepare balance sheets and checklists of properties. The Company shall inform the creditors within 10 days after the date of making the resolution for such division, and make at least three (3) announcements on newspapers within 30 days as required by the applicable laws, administrative regulations or the regulatory provisions of the place where the Company's shares are listed.</p> <p>Debts incurred by the Company before its division shall be borne by the company which exists after the division according to the agreement reached.</p>	<p><b>Article 212</b></p> <p>In case of a division, the Company's properties shall be divided accordingly.</p> <p>In case of a division of the Company, all the parties involved therein shall sign an agreement on the division, and prepare balance sheets and checklists of properties. The Company shall inform the creditors within 10 days after the date of making the resolution for such division, and make at least three (3) announcements on newspapers within 30 days as required by the applicable laws, administrative regulations or the regulatory provisions of the place where the Company's shares are listed.</p> <p>Debts incurred by the Company before its division shall be borne by the company which exists after the division according to the agreement reached, <u>except otherwise prescribed when the Company has reached a written agreement on debt settlement with the creditors before the division.</u></p>

## APPENDIX II — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING

No.	Original Articles	Revised Articles
1	<p><b>Article 21</b></p> <p>The Company shall convene shareholders' general meetings at the Company's legal address or the place prescribed in the Articles of Association.</p> <p>A venue shall be set aside for the convening of physical shareholders' general meetings. The Company may provide assistance to shareholders in their participation of shareholders' general meeting by the provision of various means and channels with advanced information technology such as an online voting platform on a preferential basis provided the legality and validity of the shareholders' general meetings can be assured. The Company also provides assistance to shareholders in their participation of shareholders' general meeting by the provision of on line voting and other means. Attendance of shareholders' general meeting by the aforesaid methods shall be treated as valid. Online voting is not applicable to H Shareholders.</p> <p>... ..</p>	<p><b>Article 21</b></p> <p>The Company shall convene shareholders' general meetings at the Company's legal address or the place prescribed in the Articles of Association.</p> <p>A venue shall be set aside for the convening of physical shareholders' general meetings. <del>The Company may provide assistance to shareholders in their participation of shareholders' general meeting by the provision of various means and channels with advanced information technology such as an online voting platform on a preferential basis provided the legality and validity of the shareholders' general meetings can be assured.</del> The Company also provides assistance to shareholders in their participation of shareholders' general meeting by the provision of on line voting and other means. Attendance of shareholders' general meeting by the aforesaid methods shall be treated as valid. Online voting is not applicable to H Shareholders.</p> <p>... ..</p>

# APPENDIX III — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

No.	Original Articles	Revised Articles
1	<p><b>Article 2 Special Committees</b></p> <p>The Board shall establish special committees of the Board including strategy, audit, nominating, remuneration committees according to relevant requirements, as well as other special committees the Board may deem necessary.</p>	<p><b>Article 2 Special Committees</b></p> <p>The Board shall establish special committees of the Board including strategy, audit, nominating, remuneration committees according to relevant requirements, as well as other special committees the Board may deem necessary. <u>All the special committees shall be accountable to the Board, perform their duties in accordance with this Articles of Association and the authorization of the Board, and submit resolutions to the Board for consideration and decision. Under the unified leadership of the Board, each special committee shall provide recommendations and advice for the decisions to be made by the Board. All members of the special committees shall be comprised of directors, of which independent directors shall account for the majority of the members of the audit committee, the nomination committee, and the remuneration and assessment committee under the Board and shall act as the convener. The convener of the audit committee shall be an accounting professional. The Board is responsible for formulating the working procedures of the special committees and regulating the operation.</u></p>

No.	Original Articles	Revised Articles
2	<p data-bbox="276 264 758 297"><b>Article 3 Secretary of the Board</b></p> <p data-bbox="276 342 826 454">The Company has one Secretary of the Board appointed by the Board. His/her primary responsibilities include:</p> <p data-bbox="276 499 826 611">(1) to ensure that the Company has complete organizational documents and records;</p> <p data-bbox="276 656 826 857">(2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;</p> <p data-bbox="276 902 826 1171">(3) to ensure that the Company's registers of shareholders are properly maintained and ensure that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay;</p>	<p data-bbox="850 264 1332 297"><b>Article 3 Secretary of the Board</b></p> <p data-bbox="850 342 1401 454">The Company has one Secretary of the Board appointed by the Board. His/her primary responsibilities include:</p> <p data-bbox="850 499 1401 611">(1) to ensure that the Company has complete organizational documents and records;</p> <p data-bbox="850 656 1401 857">(2) to ensure that the Company prepares and delivers the reports and documents required by competent authorities in accordance with the laws;</p> <p data-bbox="850 902 1401 1171">(3) to ensure that the Company's registers of shareholders are properly maintained and ensure that persons entitled to access to the relevant records and documents are furnished with such records and documents without delay; <u>and</u></p> <p data-bbox="850 1216 1401 1485">(4) <u>perform other functions and powers as required by the laws, administrative regulations, departmental rules, and the listing rules of stock exchanges where stocks are listed, and other powers conferred by the Board.</u></p>

No.	Original Articles	Revised Articles
3	<p><b>Article 6 Election of Directors and Term of Office</b></p> <p>Directors shall be elected at general meetings. The term of office of the Directors shall be three years. Upon maturity of the current term of office, a Director shall be eligible to offer himself for re-election and re-appointment. The Chairman shall be elected or removed by more than one-half of all Directors. The term of office of the Chairman shall be three years. Upon maturity of the current term of office, the Chairman shall be eligible to offer himself for re-election and re-appointment. The term of independent directors of the Company shall not exceed 6 years on a consecutive basis, unless otherwise provided by the law, regulations and listing rules of the stock exchange at the location where the Company's shares are listed.</p>	<p><b>Article 6 Election of Directors and Term of Office</b></p> <p>Directors shall be elected <u>or replaced</u> at general meetings <u>and may be removed before the expiry of term at the general meetings</u>. The term of office of the Directors shall be three years, <u>and</u>-<del>Upon</del> maturity of the current term of office, a Director shall be eligible to offer himself for re-election and re-appointment. The Chairman shall be elected or removed by more than one-half of all Directors. The term of office of the Chairman shall be three years. Upon maturity of the current term of office, the Chairman shall be eligible to offer himself for re-election and re-appointment. The term of independent directors of the Company shall not exceed 6 years on a consecutive basis, unless otherwise provided by the law, regulations and listing rules of the stock exchange at the location where the Company's shares are listed.</p>

*The proposed amendments are prepared in Chinese and their English version is translation only. In case of any differences between the Chinese version of the proposed amendments and its English translation, the Chinese version shall prevail.*