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If you have sold or transferred all your shares in Charmacy Pharmaceutical Co., Ltd. (創美藥業股份有限公司) (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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創美·CH'MEI

Charmacy Pharmaceutical Co., Ltd.

創美藥業股份有限公司

(a joint stock limited liability company established in the PRC)

(Stock Code: 2289)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
**(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR
SHAREHOLDERS' MEETINGS;**
**(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD
MEETINGS;**
AND
(4) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at the conference room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, PRC at 3 p.m. on Friday, 20 October 2023, is set out on pages 32 to 34 of this circular.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours (i.e. not later than 3:00 p.m. on Thursday, 19 October 2023) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

22 September 2023

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time, and “Article” shall mean an article of the Articles of Association
“Board” or “Board of Directors”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Charmacy Pharmaceutical Co., Ltd. (創美藥業股份有限公司), a joint stock company established in the PRC with limited liability, the H Shares of which are listed and traded on the Stock Exchange (stock code: 2289)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Friday, 20 October 2023 at 3:00 p.m. at the Conference Room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, PRC or any adjournment thereof, the notice of which is set out on pages 32 to 34 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	H share(s) in the share capital of the Company with nominal value of RMB1.00 each, which is/are listed and traded on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	18 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for Board Meetings”	The rules of procedures for meetings of the Board, as amended, modified or otherwise supplemented from time to time
“Rules of Procedures for Shareholders’ Meetings”	The rules of procedures for the Shareholders’ meetings, as amended, modified or otherwise supplemented from time to time
“Share(s)”	the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“State Council”	State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percent

LETTER FROM THE BOARD



創美·CH'MEI

Charmacy Pharmaceutical Co., Ltd.

創美藥業股份有限公司

(a joint stock limited liability company established in the PRC)

(Stock Code: 2289)

Executive Directors:

Mr. Yao Chuanglong (*Vice Chairman*)

Ms. Zheng Yuyan

Ms. Zhang Hanzi

Non-executive Directors:

Mr. Yan Jingbin (*Chairman*)

Ms. Fu Zheng

Mr. Xu Fei

Independent Non-executive Directors:

Mr. Wan Chi Wai Anthony

Mr. Li Hanguo

Mr. Guan Jian (also known as Guan Suzhe)

Registered Office and Headquarters in the PRC:

No. 235

Song Shan North Road

Longhu District, Shantou City

Guangdong Province, PRC

Principal Place of Business in Hong Kong:

40th Floor,

Dah Sing Financial Centre,

No. 248 Queen's Road East,

Wanchai, Hong Kong

22 September 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS;
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS;
AND
(4) NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (i) the proposed amendments to the Articles of Association, (ii) the proposed amendments to the Rules of Procedures for Shareholders' Meetings, (iii) the proposed amendments to the Rules of Procedures for Board Meetings, and (iv) the other matters

LETTER FROM THE BOARD

contained in the notice of the EGM, so that the Shareholders may make an informed decision on voting in respect of these solutions to be tabled at the EGM.

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On 17 February 2023, the State Council of China issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents* (《國務院關於廢止部分行政法規和文件的決定》) and the CSRC issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* 《境內企業境外發行證券和上市管理試行辦法》 and related Guidelines (together, the “**New Regulations**”), which came into effect on 31 March 2023. On the same date as the New Regulations took effect, the Mandatory Provisions for Companies Listing Overseas* (《到境外上市公司章程必備條款》) (the “**MP**”) set forth in Zheng Wei Fa (1994) No. 21* (證委發(1994)21號文件) file issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System and the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council (the “**Special Regulations**”) were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies* (《上市公司章程指引》) (the “**Guidelines for AoA**”) issued by the CSRC in place of the MP. In light of the New Regulations, the Stock Exchange has adopted certain consequential amendments to the Listing Rules, which came into effect on 1 August 2023.

In light of the above, and according to the actual situation of the Company, the Board proposes to make the proposed amendments to the Articles of Association. The main details of the proposed amendments to the Articles of Association include: (1) deletion of the contents related to the MP, including the provisions on class shareholders’ meetings; (2) adjustment of the provisions on meeting convening procedures, the tenures of Directors and Supervisors and other aspects in accordance with the Guidelines for AoA and the Listing Rules; (3) inclusion of Party-building related content; and (4) other consequential amendments. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

2. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS’ MEETINGS

Based on the proposed amendments to the Articles of Association, the Company intends to amend the relevant provisions of the Rules of Procedures for Shareholders’ Meetings. Details of the relevant amendments are set out in Appendix II of this circular.

3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

Based on the proposed amendments to the Articles of Association, the Company intends to amend the relevant provisions of the Rules of Procedures for Board Meetings. Details of the relevant amendments are set out in Appendix III of this circular.

LETTER FROM THE BOARD

4. CLOSURE OF BOOKS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 17 October 2023 to Friday, 20 October 2023 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 October 2023. Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 20 October 2023 are entitled to attend and vote at the EGM.

5. EGM

A notice convening the EGM to be held at the Conference Room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC at 3:00 p.m. on Friday, 20 October 2023, is set out on pages 32 to 34 of this circular.

Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the proxy form for the EGM must be deposited by hand or post, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (i.e. no later than 3:00 p.m. on Thursday, 19 October 2023) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Responsibility Statement

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

LETTER FROM THE BOARD

Recommendations

The Directors consider that the proposed resolutions set out in the notice of the EGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Other Information

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation.

For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yan Jingbin
Chairman

**For identification purpose only*

The details of the proposed amendments to the Articles of Association are set out below:

Original Articles	Amended Articles
<p>Article 1.1</p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “Company”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies Promulgated by the State Council of the People’s Republic of China (hereinafter referred to as the “Special Regulations”) ,the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97) and other relevant laws and regulations of the PRC.</p>	<p>Article 1.1</p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “Company”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies Promulgated by the State Council of the People’s Republic of China (hereinafter referred to as the “Special Regulations”),the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to an Overseas Listed Company (Guo Han [2019] No. 97) and other relevant laws and regulations of the PRC.</p>
	<p><u>Newly added Article 1.9</u></p> <p><u>The Company shall set up an organization of the Communist Party of China and carry out the Party activities in accordance with the Constitution of the Communist Party of China (hereinafter referred to as the “Party Constitution”). The Company shall provide necessary conditions for the activities of the Party organization, and the Party organization shall play a role as the political core and leader.</u></p>
	<p><u>Newly added Article 1.9.1</u></p> <p><u>Bodies of the Party organization:</u></p> <p><u>The Company shall set up the Party branch committee in accordance with the provisions of the Party Constitution.</u></p> <p><u>The number of secretaries, deputy secretaries and members of the Party branch committee shall be set with the approval by the higher Party organization. Such secretary, deputy secretaries and members shall be elected or appointed in accordance with the relevant provisions of the Party Constitution and other documents.</u></p> <p><u>The bodies and staffing of the Party organization shall be incorporated into the Company’s</u></p>

	<p><u>management bodies and staffing. The Party organization’s work funds shall be incorporated into the Company’s budget and disbursed from the Company’s management fees.</u></p>
	<p><u>Newly added Article 1.9.2</u></p> <p><u>The functions and powers of the Company’s Party branch committee shall include:</u></p> <p><u>(I) to play a role as the political core and carry out work around the corporate operation and management;</u></p> <p><u>(II) to ensure and supervise the implementation of the principles and policies of the Party and the State in the enterprise;</u></p> <p><u>(III) to support the shareholders’ meetings, the Board of Directors and the Board of Supervisors in exercising their functions and powers in accordance with the law;</u></p> <p><u>(IV) to study and arrange the Company’s Party and mass work, strengthen the Party organization’s own development, and lead ideological and political work, cultural and ethical progress, and mass organizations such as the trade union and the Communist Youth League;</u></p> <p><u>(V) to participate in the discussion of the enterprise’s major matters, study the appointment and dismissal of the Company’s major personnel, and discuss and consider other “decisions on major matters, appointment and dismissal of key officers, decisions on investments in major projects, and use of large amounts of funds”;</u></p> <p><u>(VI) to wholeheartedly unite the employees and support the work of the assembly of employees’ representatives;</u></p> <p><u>(VII) to study other matters that shall be decided by the Company’s Party branch committee.</u></p>

<p>Article 3.1</p> <p>There must, at all times, be ordinary shares in the Company. Subject to the approval by the company approval authorities authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p> <p>Shareholders of different classes of shares of the Company shall rank pari passu over dividends or any other forms of distribution.</p>	<p>Article 3.1</p> <p>There must, at all times, be ordinary shares in the Company. Subject to the approval by the company approval authorities authorized by the State Council, <u>The</u> Company may, according to its requirements, create different classes of shares <u>in accordance with the law.</u></p> <p>Shareholders of different classes of shares of the Company shall rank pari passu over dividends or any other forms of distribution.</p>
<p>Article 3.4</p> <p>Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue shares to domestic investors and foreign investors.</p> <p>.....</p>	<p>Article 3.4</p> <p>Subject to the approval by the securities regulatory authorities under the State Council, <u>The</u> Company may issue shares to domestic and foreign investors <u>in accordance with the law.</u></p> <p>.....</p>
<p>Article 3.5</p> <p>.....</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, the shareholders of the Company may convert all or part of the unlisted shares they hold to overseas listed foreign shares, and list and trade such shares on overseas stock exchanges. Unlisted shares converted and listed and traded on overseas stock exchanges shall comply with regulatory procedures, provisions and requirements of the overseas stock market. Conversion of unlisted shares and listing and trading of such shares on foreign stock exchanges are not subject to the approval at the general meeting or shareholders class meeting. Unlisted shares converted and listed and traded on foreign stock exchanges are referred to as the same category of shares as existing overseas listed foreign shares.</p>	<p>Article 3.5</p> <p>.....</p> <p>Subject to the approval of the securities regulatory authorities of the State Council, <u>The</u> shareholders of the Company may convert all or part of the unlisted shares they hold to overseas listed foreign shares <u>in accordance with the law,</u> and list and trade such shares on overseas stock exchanges. Unlisted shares converted and listed and traded on overseas stock exchanges shall comply with regulatory procedures, provisions and requirements of the overseas stock market. Conversion of unlisted shares and listing and trading of such shares on foreign stock exchanges are not subject to the approval at the general meeting or shareholders class meeting. Unlisted shares converted and listed and traded on foreign stock exchanges are referred to as the same category of shares as existing overseas listed foreign shares.</p>

<p>Article 3.7</p> <p>Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue up to 28,000,000 overseas-listed foreign shares or 32,200,000 overseas-listed foreign shares (assuming the Over-allotment Option is exercised).</p> <p>.....</p>	<p>Article 3.7</p> <p>Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue up to 28,000,000 overseas-listed foreign shares or 32,200,000 overseas-listed foreign shares (assuming the Over-allotment Option is exercised). <u>on 14 December 2015, the Company issued 28 million overseas listed foreign shares. On 30 June 2022, the full circulation of 80 million domestic shares in H shares was completed.</u></p> <p>.....</p>
<p>Article 3.8</p> <p>The board of directors of the Company is entitled to implement its respective plans to issue overseas-listed foreign shares and domestic shares after those plans have been approved by the securities regulatory authorities of the State Council.</p> <p>The Company may implement its plans to issue overseas-listed foreign shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the approval date by the securities regulatory authorities of the State Council.</p>	<p>Article 3.8</p> <p>The board of directors of the Company is entitled to implement its respective plans to issue Overseas Listed Foreign Shares and domestic shares after those plans have been approved by the securities regulatory authorities of the State Council.</p> <p>The Company may implement its plans to issue overseas-listed foreign shares and domestic shares respectively pursuant to the preceding paragraph within 15 months from the approval date by the securities regulatory authorities of the State Council. <u>The Company's Board of Directors may make the implementation of the plan to issue overseas-listed foreign shares and domestic shares respectively.</u></p>
<p>Article 3.9</p> <p>Where the total number of shares stated in the share issue plans includes overseas-listed foreign shares and domestic shares, such shares should be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for at their offerings due to special circumstances, the shares may, subject to the approval by the securities regulatory authorities of the State Council, be issued in separate tranches.</p>	<p>Article 3.9</p> <p>Where the total number of shares stated in the share issue plans includes overseas-listed foreign shares and domestic shares, such shares should be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for at their offerings due to special circumstances, the shares may, subject to the approval by the securities regulatory authorities of the State Council, be issued in separate tranches.</p>
<p>Article 3.10</p> <p>After the issuance of the overseas-listed foreign shares as aforementioned in Article 3.7, the existing registered capital of the Company has been increased to RMB108, 000,000.</p>	<p>Article 3.10</p> <p>After the issuance of the overseas-listed foreign shares as aforementioned in Article 3.7, The existing registered capital of the Company has been increased to <u>registered capital is</u> RMB108, 000,000.</p>

<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper at least 3 times within 30 days from the date of such resolution. A creditor shall, within 30 days from the date of receipt of the notice from the Company or, in the case where a creditor does not receive such notice, within 90 days from the date of the first announcement, be entitled to require the Company to repay its debts or to provide a corresponding guarantee for the repayment of such debt.</p>	<p>Article 4.2</p> <p>The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish an announcement in a newspaper at least 3 times within 30 days from the date of such resolution. A creditor shall, within 30 days from the date of receipt of the notice from the Company or, in the case where a creditor does not receive such notice, within the first <u>90</u> days from the date of the first announcement, be entitled to require the Company to repay its debts or to provide a corresponding guarantee for the repayment of such debt.</p>
<p>Article 4.3</p> <p>Under the following circumstances, the Company shall, by way of the procedure prescribed by these Articles, report to the relevant authority in China for approval to repurchase its shares in issue:</p> <p>(I)cancellation of shares for the purposes of reducing its capital;</p> <p>(II)merger with other companies that hold shares in the Company;</p> <p>(III)granting shares to the Company's staff as incentives;</p> <p>(IV)shareholders who disagree with the resolutions for the merger or division of the Company passed at a general meeting request the Company to purchase their shares;</p> <p>(V)other circumstances permitted by the laws and administrative regulations.</p>	<p>Article 4.3</p> <p>Under the following circumstances, the Company shall, by way of the procedure prescribed by these Articles, report to the relevant authority in China for approval to repurchase its shares in issue:</p> <p>(I)cancellation of shares for the purposes of reducing its capital;</p> <p>(II)merger with other companies that hold shares in the Company;</p> <p>(III)granting shares to the Company's staff as incentives;</p> <p>(IV)shareholders who disagree with the resolutions for the merger or division of the Company passed at a general meeting request the Company to purchase their shares;</p> <p>(V)other circumstances permitted by the laws and administrative regulations.</p>

<p>Article 4.4</p> <p>the Company may, with the approval of the relevant authorities in China for repurchasing the shares, conduct the repurchase in one of the following manners:</p> <p>(I) Make a repurchase offer on a pro rata basis to all shareholders ;</p> <p>(II) Repurchase through public dealing on a stock exchange;</p> <p>(III) Repurchase by an agreement outside the stock exchange.</p>	<p>Article 4.4</p> <p>the Company may, with the approval of the relevant authorities in China for repurchasing the shares, conduct the repurchase in one of the following manners:</p> <p>(I) Make a repurchase offer on a pro-rata basis to all shareholders;</p> <p>(II) Repurchase through public dealing on a stock exchange;</p> <p>(III) Repurchase by an agreement outside the stock exchange.</p>
<p>Article 6.5</p> <p>The Company may, pursuant to the understanding or agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority, keep the share register of the overseas listed foreign capital shares outside China, and entrust its administration to an overseas agent. Such original share register of overseas listed foreign capital shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>A duplicate register of shareholders for the holders of overseas listed foreign shares shall be maintained at the Company's office. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for the holders of overseas listed foreign shares, the original register of shareholders shall prevail.</p>	<p>Article 6.5</p> <p>The Company may, pursuant to the understanding or agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authority, keep the share register of the overseas listed foreign capital shares outside China, and entrust its administration to an overseas agent. The original register of the holders of Overseas Listed Foreign Shares listed in Hong Kong shall be kept in Hong Kong, <u>and accessible to shareholders.</u></p> <p>A duplicate register of shareholders for the holders of overseas listed foreign shares shall be maintained at the Company's office. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate register of shareholders for the holders of overseas listed foreign shares, the original register of shareholders shall prevail.</p>

<p>Article 7.3</p> <p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I)the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(II)the right to attend or appoint a proxy to attend shareholders' general meetings and to exercise the voting right thereat;</p> <p>.....</p>	<p>Article 7.3</p> <p>Holders of ordinary shares of the Company shall have the following rights:</p> <p>(I)the right to receive dividends and other distributions in proportion to the number of shares held;</p> <p>(II)the right to attend or entrust proxies to attend shareholders' meetings and exercise the voting right thereat <u>right to speak and vote (unless a particular shareholder is required to waive the voting right in respect of a resolution pursuant to the applicable laws and regulations or the Listing Rules)</u>;</p> <p>.....</p>
<p>Article 8.6</p> <p>To convene an annual general meeting of the Company, the Company shall notify all shareholders by way of an announcement the date and place of the meeting and matters to be considered at the meeting, 20 clear business days prior to the meeting; to convene an extraordinary general meeting, the Company shall notify all shareholders by way of an announcement 10 clear business days or 15 days (whichever is longer) prior to the meeting.</p> <p>The calculation of the starting date shall not include the date on which the meeting is convened.</p>	<p>Article 8.6</p> <p>To convene an annual general meeting of the Company, the Company shall notify all shareholders by way of an announcement the date and place of the meeting and matters to be considered at the meeting, 20 clear business21 days prior to the meeting; to convene an extraordinary general meeting, the Company shall notify all shareholders by way of an announcement 10 clear business days is longer 15 days prior to the meeting.</p> <p>The calculation of the starting date shall not include the date on which the meeting is convened.</p>
<p>Article 8.9</p> <p>Any notice of a general meeting shall comply with the following requirements:</p> <p>.....</p> <p>(V)contain a disclosure of the nature and extent of any material interests of any director, supervisor and senior management officer in the proposed transaction and provide an explanation of the differences between the effect of the proposed transaction on them in their capacity as shareholders and the effect on the shareholders of the same class;</p> <p>.....</p>	<p>Article 8.9</p> <p>Any notice of a general meeting shall comply with the following requirements:</p> <p>.....</p> <p>(V)contain a disclosure of the nature and extent of any material interests of any director, supervisor and senior management officer in the proposed transaction and provide an explanation of the differences between the effect of the proposed transaction on them in their capacity as shareholders and the effect on the shareholders of the same class;</p> <p>.....</p>

<p>Article 8.11</p> <p>Any shareholder who is entitled to attend and vote at a shareholders’ general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf. A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) the shareholder’s right to speak at the meeting;</p> <p>(II) the right to demand or join in demanding a poll;</p> <p>(III) the right to vote by show of hands or by poll, provided that when a shareholder has appointed more than one proxy, such proxies may only vote by poll.</p>	<p>Article 8.11</p> <p>Any shareholder who is entitled to attend and vote at a shareholders’ general meeting shall be entitled to appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf. <u>If a shareholder is a company, it may appoint a representative to attend and vote; and if the company’s shareholder has appointed a representative to attend, he shall be deemed to attend in person.</u> A proxy so appointed shall be entitled to exercise the following rights pursuant to the authorization from such shareholder:</p> <p>(I) the shareholder’s right to speak at the meeting;</p> <p>(II) the right to demand or join in demanding a poll;</p> <p>(III) the right to vote by show of hands or by poll, provided that when a shareholder has appointed more than one proxy, such proxies may only vote by poll.</p>
<p>Article 8.13</p> <p>.....</p> <p>If such shareholder is a recognized clearing house (or its nominees), the shareholder may authorize one or more persons as it thinks fit to act as its representative at any shareholders’ general meeting or any class shareholders’ meeting; provided that if more than one person is so authorized, the power of attorney shall set out the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized shall be entitled to exercise the same power on behalf of the recognized clearing house (or its nominees) as if such person is the individual shareholder of the Company.</p>	<p>Article 8.13</p> <p>.....</p> <p>If such shareholder is a recognized clearing house (or its nominees), the shareholder may authorize one or more persons as it thinks fit to act as its representative at any shareholders’ general meeting or any class shareholders’ meeting <u>and at a creditors’ meeting</u>; provided that if more than one person is so authorized, the power of attorney shall set out the number and class of shares in respect of which each such person is so authorized. The person(s) so authorized shall be entitled to exercise the same power on behalf of the recognized clearing house (or its nominees) as if such person is the individual shareholder of the Company, <u>and enjoy the same legal rights as other shareholders, including the right to speak and vote.</u></p>

<p>Article 8.24</p> <p>An extraordinary general meeting or class shareholders’ meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p>(I) two or more shareholders who jointly hold 10% or more of the shares carrying rights to vote at the proposed meeting may request the Board to convene an extraordinary general meeting or class shareholders’ meeting by signing a written requirement or several copies with the same format and content, and to illustrate the subject of the meetings. The Board shall convene an extraordinary general meeting or class shareholders’ meeting as soon as possible upon receipt of the foresaid written requirement. The aforesaid number of share holdings is calculated as at the date of the submission of the written requirement by the shareholders.</p> <p>.....</p>	<p>Article 8.24</p> <p>An extraordinary general meeting or class shareholders’ meeting required by shareholders shall be convened in accordance with the following procedures:</p> <p>(I) two or more shareholders who jointly hold 10% or more of the shares carrying rights to vote at the proposed meeting may request the Board to convene an extraordinary general meeting or class shareholders’ meeting by signing a written requirement or several copies with the same format and content, and to illustrate the subject of the meetings. The Board shall convene an extraordinary general meeting or class shareholders’ meeting as soon as possible upon receipt of the foresaid written requirement. The aforesaid number of share holdings is calculated as at the date of the submission of the written requirement by the shareholders.</p> <p>.....</p>
<p>CHAPTER 9</p> <p>SPECIAL VOTING PROCEDURES OF CLASS SHAREHOLDERS</p>	<p><u>Whole chapter deleted</u></p>
<p>Article 10.6</p> <p>The Board shall hold at least 4 regular meetings every year and such meetings shall be convened by the Chairman. All of the Directors should be notified about the meeting 14 days beforehand.</p> <p>.....</p>	<p>Article 10.6</p> <p>The Board of Directors shall hold at least four (4) meetings every year and such meetings shall be convened by the Chairman. All of the Directors should be notified about the meeting 14 days beforehand. <u>At least 14 days’ notice shall be given on the convening of regular Board meetings to allow all directors to arrange time for their attendance. Reasonable notice shall be given on the convening of all other Board meetings.</u></p> <p>.....</p>

<p>Article 13.3</p> <p>.....</p> <p>(VIII)to the extent authorized by the Board, to decide on the investment, financing, contracts and transactions the amount of which not exceeds RMB10 million;</p> <p>(IX)to request the convening of an impromptu Board meeting;</p> <p>(X)subject to compliance with the relevant requirements of the State, to determine the level of remuneration and fringe benefits and the reward system;</p> <p>(XI)other functions and powers conferred by these Articles and the Board.</p>	<p>Article 13.3</p> <p>.....</p> <p>(VIII)to the extent authorized by the Board, to decide on the investment, financing, contracts and transactions the amount of which not exceeds RMB10 million<u>to decide on the investment, purchase or sale of assets with a total amount of not more than RMB10 million within one year, as well as the financing, contract, transaction and other matters with a single transaction amount of not more than RMB10 million;</u></p> <p>(IX)to request the convening of an impromptu Board meeting;</p> <p>(X)subject to compliance with the relevant requirements of the State, to determine the level of remuneration and fringe benefits and the reward system;</p> <p>(XI)other functions and powers conferred by these Articles and the Board.</p>
<p>Article 14.2</p> <p>The Board of Supervisors shall consist of three members which includes one chairman. The tenure of a supervisor is three years, which is renewable upon re-election.</p> <p>The chairman of the Board of Supervisors shall be elected and dismissed by more than a two-thirds vote of the members of the Board of Supervisors.</p>	<p>Article 14.2</p> <p>The Board of Supervisors shall consist of three members which includes one chairman. The tenure of a supervisor is three years, which is renewable upon re-election.</p> <p>The chairman of the Board of Supervisors shall be elected and dismissed by more than a two-thirds vote of the members of the Board of Supervisors.<u>elected by more than half of all supervisors.</u></p>
<p>Article 14.7</p> <p>Meetings of the Board of Supervisors shall only be convened when all supervisors attend. In special circumstances that meetings of the Board of Supervisors are required to be convened while certain members cannot attend, the quorum of the meeting can be reduced to three-fifths of all supervisors.</p> <p>Resolutions of the Board of Supervisors shall be passed by two-thirds or more of the members of the Board of Supervisors.</p>	<p>Article 14.7</p> <p>Meetings of the Board of Supervisors shall only be convened when all supervisors attend. In special circumstances that meetings of the Board of Supervisors are required to be convened while certain members cannot attend, the quorum of the meeting can be reduced to three-fifths of all supervisors.</p> <p>Resolutions of the Board of Supervisors shall be passed by two-thirds <u>more than half the number</u> of the members of the Board of Supervisors.</p>

<p>Article 15.1</p> <p>None of the persons in any of the following situations shall serve as the Director, the Supervisor or the senior management of the Company:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been convicted of the offence of corruption, bribery, asset embezzlement, asset misappropriation, or disrupting the social economic order within 5 years of the expiry date of punishment or has been deprived of political rights because of this conviction within 5 years of the expiry date of the sentence;</p> <p>(III) a person who has served as director, factory manager or manager of a company or enterprise that is bankrupt and liquidated as a result of improper management and who has been personally liable for the bankruptcy of the company or enterprise within 3 years of the date of completion of bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) a person who has served as the legal representative of a company or enterprise whose business licence was revoked due to violation of the law and who has been personally liable within 3 years of the date on which the business licence of such company or enterprise was revoked;</p> <p>(V) a person who has a large sum of debt which was not paid at maturity;</p> <p>(VI) a person who is investigated by the judicial authorities for violation of criminal law which is not settled yet;</p> <p>(VII) a person who is prohibited from acting as a leader of an enterprise by the provisions of the laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person judged by the competent authorities to have violated the provisions of relevant securities laws and involved in deceptive or dishonest acts within 5 years of the date on which the judgment was made;</p> <p>(X) circumstances specified by relevant laws and regulations on the places where the Company's shares are listed.</p>	<p>Article 15.1</p> <p>None of the persons in any of the following situations shall serve as the Director, the Supervisor or the senior management of the Company:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been convicted of the offence of corruption, bribery, asset embezzlement, asset misappropriation, or <u>crime of destroying the order of the socialist market economy</u> order within 5 years of the expiry date of punishment or has been deprived of political rights because of this conviction within 5 years of the expiry date of the sentence;</p> <p>(III) a person who has served as director, factory manager or manager of a company or enterprise that is bankrupt and liquidated as a result of improper management and has been personally liable for the bankruptcy of the company or enterprise within 3 years of the date of completion of bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) a person who has served as the legal representative of a company or enterprise whose business licence was revoked <u>or has been ordered to close down</u> due to violation of the law and who has been personally liable within 3 years of the date on which the business licence of such company or enterprise was revoked.</p> <p>(V) a person who has a large sum of debt which was not paid at maturity;</p> <p>(VI) a person who is investigated by the judicial authorities for violation of criminal law which is not settled yet;</p> <p>(VII) a person who is prohibited from acting as a leader of an enterprise by the provisions of the laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person judged by the competent authorities to have violated the provisions of relevant securities laws and involved in deceptive or dishonest acts within 5 years of the date on which the judgment was made;</p> <p>(X) circumstances specified by relevant laws and</p>
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	<p>regulations on the places where the Company's shares are listed.</p> <p><u>If the Company elects or appoints Director, Supervisors or senior management in violation of the provisions of this Article, the election or appointment shall be invalid.</u></p> <p><u>If the circumstances of this Article arise during a Directors, Supervisors and senior management's term of office, the Company shall remove his / her post.</u></p>
<p>Article 15.17</p> <p>The Company shall enter into a contract in writing with the directors, supervisors and senior management containing at least the following provisions:</p> <p>(I) the directors, supervisors and senior management shall undertake to the Company to comply with the Company Law, the Special Provisions, these Articles, the Code on Takeovers and Mergers and Share Repurchases and other provisions of Hong Kong Stock Exchange, and shall specify that the Company is entitled to take remedial measures as stipulated in these Articles. Neither the contract nor his office is capable of assignment;</p> <p>(II) the directors, supervisors and senior management shall undertake to the Company to observe and perform their obligations to shareholders as stipulated in these Articles;</p> <p>(III) the arbitration clauses as provided in the Listing Rules.</p> <p>.....</p>	<p>Article 15.17</p> <p>The Company shall enter into a contract in writing with the directors, supervisors and senior management containing at least the following provisions:</p> <p>(I) the directors, supervisors and senior management shall undertake to the Company to comply with the Company Law, the Special Regulations, these Articles, the Code on Takeovers and Mergers and Share Repurchases and other provisions of Hong Kong Stock Exchange, and shall specify that the Company is entitled to take remedial measures as stipulated in these Articles. Neither the contract nor his office is capable of assignment;</p> <p>(II) the directors, supervisors and senior management shall undertake to the Company to observe and perform their obligations to shareholders as stipulated in these Articles;</p> <p>(III) the arbitration clauses as provided in the Listing Rules.</p> <p>.....</p>
<p>Article 16.21</p> <p>Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other funds are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average of the mid-point rate for the relevant foreign currency announced by the Peoples' Bank of China during the week prior to the announcement of payment of dividend and other funds.</p>	<p>Article 16.21</p> <p>Unless otherwise provided for in relevant laws and administrative regulations, where cash dividends and other funds are to be paid in Hong Kong dollars, the applicable exchange rate shall be the average <u>benchmark exchange rate of RMB to Hong Kong dollars as</u> of the mid-point rate for the relevant foreign currency announced by the Peoples' Bank of China <u>5 working days</u> prior to the announcement of payment of dividend and other funds.</p>

<p>Article 16.23</p> <p>The Company shall appoint receiving agents for holders of the overseas listed foreign Shares. Such receiving agents shall receive dividends and other payable funds that are distributed by the Company with respect to overseas listed foreign Shares on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall comply with relevant provisions of the laws or the stock exchange where the Shares are listed.</p> <p>The receiving agents appointed for holders of overseas listed foreign shares listed on the Hong Kong Stock Exchange shall be a trust company registered under the Trustee Ordinance of Hong Kong.</p>	<p><u>Deleted</u></p>
<p>Article 17.7</p> <p>The Company's appointment, removal or non-reappointment of an Accounting Firm shall be resolved by the shareholders in a shareholders' general meeting, and shall be filed with the securities governing authorities of the State Council</p>	<p>Article 17.7</p> <p>The Company's appointment, removal or non-reappointment of an Accounting Firm shall be resolved by the shareholders in a shareholders' general meeting, and shall be filed with the securities governing authorities of the State Council. <u>No Accounting Firm shall be appointed by the Board of Directors prior to the decision at a shareholders' meetings, except as provided in these Articles.</u></p>
<p>Article 17.8</p> <p>Where a resolution is proposed to be passed at a shareholders' general meeting concerning the appointment of an Accounting Firm which is not an incumbent Accounting Firm to replace the existing Accounting Firm or fill a casual vacancy in the office of the Accounting Firm, the reappointment of a retiring Accounting Firm which was appointed by the Board for the purpose of filling a casual vacancy or the removal of an Accounting Firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(I) A copy of the proposal about the appointment or removal shall be sent, before the notice of the shareholders' general meeting is given, to the Accounting Firm proposed to be appointed or proposing to leave its position or the Accounting Firm which has left its position in the relevant fiscal year. (Leaving includes leaving by removal, resignation and retirement.)</p>	<p><u>Deleted</u></p>

<p>(II) If the Accounting Firm leaving its position makes representations in writing and requests the Company to give the shareholders notice of such representations, the Company shall take the following measures unless the Company has received such representations too late:</p> <p>(1) in any notice given in relation to the adoption of the resolution, to state the fact that such representations have been made by the Accounting Firm leaving its position;</p> <p>(2) attach a copy of such representations to the notice and deliver it to the shareholders in the manner stipulated in these Articles.</p> <p>(III) If the Company fails to send out the Accounting Firm’s representations in the manner set out in paragraph (2) of this Article above, such Accounting Firm may require such representations be read at the shareholders’ general meeting, and may make a further complaint.</p> <p>(IV) An Accounting Firm which is leaving its position shall be entitled to attend the following shareholders’ general meetings:</p> <p>(1) the general meeting at which its term of office would otherwise have expired;</p> <p>(2) the general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>(3) the general meeting which is convened on its resignation.</p> <p>An Accounting Firm which is leaving its position shall be entitled to receive all notices of the aforementioned shareholders’ general meetings and other communications related to any such meeting, and shall have the right to express its views at any such meeting in relation to matters concerning its role as the former Accounting Firm of the Company.</p>	
<p>Article 17.10 An Accounting Firm may resign by depositing at the Company’s office a written resignation notice which shall become effective on the date on which it is deposited or on such later date as may be stipulated in such notice. Such notice shall include the following statements:</p> <p>(I) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the</p>	<p><u>Deleted</u></p>

<p>shareholders or creditors of the Company; or (II) Any statement that should be disclosed. The Company shall submit a copy of the written notice as referred to in the preceding clauses of this Article to the competent authorities within 14 days upon the receipt of such notice. In the event that the statements referred to in clause (II) of this Article is set forth in the notice, a copy of such statement shall be kept in the Company and made available for shareholders' inspection, and the Company shall deliver a copy of the aforementioned statement to every holder of overseas listed foreign shares by prepaid post at their respective addresses which appeared in the register of Shareholders. In the event that the resignation notice of the Accounting Firm includes any statement that should be disclosed, the Accounting Firm may request the Board of Directors to convene an extraordinary general meeting to hear its explanations regarding the resignation.</p>	
<p>Article 21.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the case of a merger of the Company, all parties to the merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date when the resolution for the merger is passed and publish an announcement in newspaper(s) for at least 3 times within 30 days from the date when the resolution for the merger is passed. After the merger, the rights of the parties to the merger and their indebtedness shall be assumed by the company which survives the merger or the newly established company.</p>	<p>Article 21.2 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company. In the case of a merger of the Company, all parties to the merger shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date when the resolution for the merger is passed and publish an announcement in newspaper(s) for at least 3 times within 30 days from the date when the resolution for the merger is passed. After the merger, the rights of the parties to the merger and their indebtedness shall be assumed by the company which survives the merger or the newly established company.</p>

<p>Article 21.3</p> <p>Where there is a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, all parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date when the resolution for the division is passed and publish an announcement in a newspaper for at least 3 times within 30 days from the date when the resolution for the division is passed.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division according to the agreement concluded.</p>	<p>Article 21.3</p> <p>Where there is a division of the Company, its assets shall be divided accordingly.</p> <p>In the case of a division of the Company, all parties to the division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date when the resolution for the division is passed and publish an announcement in a newspaper for at least 3 times within 30 days from the date when the resolution for the division is passed.</p> <p>Debts of the Company prior to division shall be assumed by the companies which exist after the division according to the agreement concluded.</p>
<p>Article 22.4</p> <p>The liquidation team shall, within ten days of its establishment, inform the creditors and shall, within sixty days of its establishment, publish an announcement in newspaper(s) for at least three times. The liquidation team shall carry out registration of the creditors' claims.</p>	<p>Article 22.4</p> <p>The liquidation team shall, within ten days of its establishment, inform the creditors and shall, within sixty days of its establishment, publish an announcement in newspaper(s) for at least three times. The liquidation team shall carry out registration of the creditors' claims.</p>
<p>Article 23.3</p> <p>Any amendment to these Articles involving matters provided for in the Mandatory Provisions shall become effective upon approval by the examination and approval authorities for companies authorized by the State Council and the China Securities Regulatory Commission. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.</p>	<p>Article 23.3</p> <p>Any amendment to these Articles involving matters provided for in the Mandatory Provisions shall become effective upon approval by the examination and approval authorities for companies authorized by the State Council and the China Securities Regulatory Commission. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law.</p>

<p>Article 24.1</p> <p>The Company shall comply with the following rules governing the settlement of disputes:</p> <p>(I) Whenever there occur any disputes or claims between holders of the overseas listed foreign shares and the Company, holders of the overseas listed foreign shares and the Company's Directors, Supervisors or senior management, or holders of the overseas listed foreign shares and holders of domestic shares regarding the rights or obligations relating to the affairs of the Company imposed by these Articles, the Company Law or any other relevant laws and administrative regulations, such disputes or claims shall be referred by relevant parties to arbitration.</p> <p>Where the aforesaid dispute or claim of rights is referred to arbitration, the entire claim or the dispute as a whole shall be referred to arbitration, and any parties who have a cause of action based on the same facts giving rise to the dispute or the claim or whose participation is necessary for the settlement of such dispute or claim, are bound by the award of the arbitration provided that such person is the Company or a shareholder of the Company, a Director, a Supervisor or senior management.</p> <p>Disputes in relation to the definition of Shareholders and disputes in relation to the Shareholders' register shall not be resolved by arbitration.</p> <p>(II) A claimant may elect for arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party shall submit to the arbitral body so elected by the claimant.</p> <p>If a claimant elects for arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may request the arbitration to be conducted in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre.</p> <p>(III) The laws of the PRC are applicable to the arbitration for the disputes or claims of rights referred to in paragraph (I) of this Article, unless otherwise provided in the laws and administrative</p>	<p><u>Deleted</u></p>
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<p>regulations.</p> <p>(IV) The award of an arbitration body shall be final and binding on all parties.</p>	
<p>Article 26.3</p> <p>.....</p> <p>“Senior Management Member” the general manager (also known as “president” or “chief executive officer”), deputy general manager (also known as “vice president”), financial controller (also known as “chief financial officer”), secretary of the board of directors of the Company and other persons expressly appointed by the board of directors as the Company’s senior management. The terms “general manager”, “deputy general manager” in these Articles shall refer to the “manager”, “deputy manager” defined under the Company law, and the term “financial controller” shall refer to “person in charge of finance” defined under the Company law.</p> <p>“Listing Rules” the Listing Rules issued by the Hong Kong Stock Exchange</p> <p>“Company” our Company, i.e. Charmacy Pharmaceutical Co., Ltd.</p> <p>“Accounting Firm” shall have the same meaning as the Auditor defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p> <p>“MP” the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21), which was promulgated by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System</p> <p>“APP3” Appendix 3 of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“A13D” Part D, Appendix 13 of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“LR19A” Chapter 19A of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“Zheng Jian Hai Han” Circular Regarding</p>	<p>Article 26.3</p> <p>.....</p> <p>“Senior Management Member” the general manager (also known as “president” or “chief executive officer”), deputy general manager (also known as “vice president”), financial controller (also known as “chief financial officer”), secretary of the Board and other persons expressly appointed by the board of directors as the Company’s senior management. The terms “general manager”, “deputy general manager” in these Articles shall refer to the “manager”, “deputy manager” defined under the Company law, and the term “financial controller” shall refer to “person in charge of finance” defined under the Company law.</p> <p>“Listing Rules” the Listing Rules issued by the Hong Kong Stock Exchange</p> <p>“Company” our Company, i.e. Charmacy Pharmaceutical Co., Ltd.</p> <p>“Accounting Firm” shall have the same meaning as the Auditor defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</p> <p>“MP” the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (Zheng Wei Fa [1994] No. 21), which was promulgated by the former State Council Securities Policy Committee and the former State Commission for Restructuring the Economic System</p> <p>“APP3” Appendix 3 of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“A13D” Part D, Appendix 13 of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“LR19A” Chapter 19A of the new Rules Governing the Listing of Securities on the Hong Kong Stock Exchange</p> <p>“Zheng Jian Hai Han” Circular Regarding Comments on the Amendment of Articles of</p>

<p>Comments on the Amendment of Articles of Association of Companies Listing Overseas in Hong Kong (Zheng Jian Hai Han [1995] No.1), which was promulgated by the Overseas-Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Commission for Restructuring the Economic System</p> <p>“Opinions” Opinions Regarding the Promotion of Legally Compliant Operations and the Further Reform of Companies Listing Overseas, which was promulgated by the State Economic and Trade Commission and China Securities Regulatory Commission</p>	<p>Association of Companies Listing Overseas in Hong Kong (Zheng Jian Hai Han [1995] No.1), which was promulgated by the Overseas-Listing Department of China Securities Regulatory Commission and the Production System Department of the former State Commission for Restructuring the Economic System</p> <p>“Opinions” Opinions Regarding the Promotion of Legally Compliant Operations and the Further Reform of Companies Listing Overseas, which was promulgated by the State Economic and Trade Commission and China Securities Regulatory Commission</p>
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**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS’ MEETINGS**

The details of the proposed amendments to the Rules of Procedures for Shareholders’ Meetings are set out below:

Original Articles	Amended Articles
<p>Article 1</p> <p>These Rules are formulated to safeguard the legitimate rights and interests of all shareholders, regulate the activities of Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as the “Company”), ensure the standard and efficient operation of the Company’s shareholders’ meetings, and ensure shareholders’ equal and effective exercise of rights in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” promulgated by the State Council, the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to an Overseas Listed Company (Guo Han [2019] No. 97) and other laws, regulations and rules on the regulation of companies listed in the Chinese mainland and overseas, and the Articles of Association of Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as “these Articles”).</p> <p>These Rules shall also conform to the listing rules of the place where the Company’s stocks are listed, as amended from time to time, and other laws and regulations. If any relevant laws, regulations, Articles of Association, listing rules, codes and applicable laws of the place where the Company’s shares are listed are inconsistent with, contradict or in any way conflict with these Rules, the strictest provisions shall apply.</p>	<p>Article 1</p> <p>These Rules are formulated to safeguard the legitimate rights and interests of all shareholders, regulate the activities of Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as the “Company”), ensure the standard and efficient operation of the Company’s shareholders’ meetings, and ensure shareholders’ equal and effective exercise of rights in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to an Overseas Listed Company (Guo Han [2019] No. 97) and other laws, regulations and rules on the regulation of companies listed in the Chinese mainland and overseas, and the Articles of Association of Charmacy Pharmaceutical Co., Ltd. (hereinafter referred to as “these Articles”).</p> <p>These Rules shall also conform to the listing rules of the place where the Company’s stocks are listed, as amended from time to time, and other laws and regulations. If any relevant laws, regulations, Articles of Association, listing rules, codes and applicable laws of the place where the Company’s shares are listed are inconsistent with, contradict or in any way conflict with these Rules, the strictest provisions shall apply.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' MEETINGS**

<p>Article 5</p> <p>The shareholders' meetings shall be divided into the annual meetings of shareholders (annual general meetings of shareholders) and extraordinary general meetings of shareholders; or general meetings of all shareholders or class shareholders' meetings.</p> <p>An annual meeting of shareholders shall be held once every year, within 6 months after the conclusion of the preceding accounting year. An EGM shall be convened from time to time. In case of any circumstance mentioned in Article 6 of these Rules, an EGM shall be convened within 2 months.</p> <p>Shareholders who hold shares in a certain class are class shareholders. Apart from other classes of shareholders, domestic shareholders and H-share shareholders are deemed as different classes of shareholders. If the Company intends to change or abolish the rights of class shareholders, it shall pass a special resolution at a shareholders' meeting and convene a class shareholders' meeting in accordance with the provisions of these Articles. Only class shareholders may attend class shareholders' meetings.</p>	<p>Article 5</p> <p>The shareholders' meetings shall be divided into the annual meetings of shareholders (annual general meetings of shareholders) and extraordinary general meetings of shareholders; or general meetings of all shareholders or class shareholders' meetings.</p> <p>An annual meeting of shareholders shall be held once every year, within 6 months after the conclusion of the preceding accounting year. An EGM shall be convened from time to time. In case of any circumstance mentioned in Article 6 of these Rules, an EGM shall be convened within 2 months.</p> <p>Shareholders who hold shares in a certain class are class shareholders. Apart from other classes of shareholders, domestic shareholders and H-share shareholders are deemed as different classes of shareholders. If the Company intends to change or abolish the rights of class shareholders, it shall pass a special resolution at a shareholders' meeting and convene a class shareholders' meeting in accordance with the provisions of these Articles. Only class shareholders may attend class shareholders' meetings.</p>
<p>Article 8</p> <p>Two or more shareholders who jointly hold 10% or more of the shares carrying rights to vote may request the Board to convene an extraordinary general meeting or class shareholders' meeting by signing a written requirement or several copies with the same format and content, and to illustrate the subject of the meeting. The Board shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the aforesaid written requirement. The aforesaid number of shares held shall be calculated on the date when the shareholder(s) sign(s) the written request.</p>	<p>Article 8</p> <p>Two or more Shareholders who jointly hold 10% or more of the shares carrying rights to vote may request the Board to convene an extraordinary general meeting or class shareholders' meeting by signing a written requirement or several copies with the same format and content, and to illustrate the subject of the meeting. The Board shall convene an extraordinary general meeting or class shareholders' meeting as soon as possible upon receipt of the aforesaid written requirement. The aforesaid number of shares held shall be calculated on the date when the shareholder(s) sign(s) the written request.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' MEETINGS**

<p>Article 10</p> <p>The Board of Supervisors shall be entitled to propose the convening of an EGM or a class shareholders' meeting to the Board of Directors, and shall submit the proposal in writing to the Board of Directors. Within 10 days after receiving the proposal on the convening of an EGM or a class shareholders' meeting, the Board of Directors shall reply in writing on whether to agree or disagree with the proposal in accordance with laws, administrative regulations and these Articles.</p> <p>If the Board of Directors agrees to convene an EGM or a class shareholders' meeting, it shall issue a meeting convening notice within 5 days after the resolution of the Board is made. If the notice contains any change to the former proposal, the change shall be subject to the consent from the Board of Supervisors.</p>	<p>Article 10</p> <p>The Board of Supervisors shall be entitled to propose the convening of an EGM or a class shareholders' meeting to the Board of Directors, and shall submit the proposal in writing to the Board of Directors. Within 10 days after receiving the proposal on the convening of an EGM or a class shareholders' meeting, the Board of Directors shall reply in writing on whether to agree or disagree with the proposal in accordance with laws, administrative regulations and these Articles.</p> <p>If the Board of Directors agrees to convene an EGM or a class shareholders' meeting, it shall issue a meeting convening notice within 5 days after the resolution of the Board is made. If the notice contains any change to the former proposal, the change shall be subject to the consent from the Board of Supervisors.</p>
<p>Article 11</p> <p>If the Board of Directors does not agree to convene an EGM or a class shareholders' meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors cannot or fails to perform the duty of convening a shareholders' meeting or a class shareholders' meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p>Article 11</p> <p>If the Board of Directors does not agree to convene an EGM or a class shareholders' meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors cannot or fails to perform the duty of convening a shareholders' meeting or a class shareholders' meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>
<p>Article 23</p> <p>Any notice of a general meeting shall comply with the following requirements:</p> <p>.....</p> <p>(V) contain a disclosure of the nature and extent of any material interests of any director, supervisor and senior management officer in the proposed transaction and provide an explanation of the differences between the effect of the proposed transaction on them in their capacity as shareholders and the effect on the shareholders of the same class;</p> <p>.....</p>	<p>Article 23</p> <p>Any notice of a general meeting shall comply with the following requirements:</p> <p>.....</p> <p>(V) contain a disclosure of the nature and extent of any material interests of any director, supervisor and senior management officer in the proposed transaction and provide an explanation of the differences between the effect of the proposed transaction on them in their capacity as shareholders and the effect on other shareholders of the same class;</p> <p>.....</p>

The details of the proposed amendments to the Rules of Procedures for the Board Meetings are set out below:

Original Articles	Amended Articles
<p>Article 5</p> <p>The Board shall consists of 7 directors. the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors, among which there are 3 independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company).</p>	<p>Article 5</p> <p>The Board shall consists of 7 directors. the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors, among which there are 3 independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company).<u>The Board shall consist of 9 directors, of which the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors. Independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company) shall represent at least one-third of the members of the Board of Directors.</u></p>
<p>Article 7</p> <p>The Board of Directors shall exercise the following functions and powers:</p> <p>.....</p> <p>(XV) The relevant operating income of the transaction subject matter (such as equity) in the latest fiscal year accounts for more than 10% of the audited operating income of the company in the latest fiscal year, and the absolute amount exceeds 10 million yuan;</p> <p>(XVI) The net profit related to the subject matter of the transaction (such as equity) in the latest fiscal year accounts for more than 10% of the audited net profit of the company in the latest fiscal year, and the absolute amount exceeds one million yuan;</p> <p>(XVII) The transaction amount of the transaction (including debts and expenses) accounts for more than 10% of the audited net assets in the latest</p>	<p>Article 7</p> <p>The Board of Directors shall exercise the following functions and powers:</p> <p>.....</p> <p>(XV) The relevant operating income of the transaction subject matter (such as equity) in the latest fiscal year accounts for more than 10% of the audited operating income of the company in the latest fiscal year, and the absolute amount exceeds 10 million yuan;<u>To consider and approve the material transactions (as defined in Article 8.2 of the Articles of Association) amounting to over RMB10 million but not over 50% of audited net assets of the Company for the latest period;</u></p> <p>(XVI) The net profit related to the subject matter of the transaction (such as equity) in the latest fiscal year accounts for more than 10% of the audited net profit of the company in the latest fiscal year, and</p>

<p>period, and the absolute amount exceeds 10 million yuan;</p> <p>(XVIII) The profit generated from the transaction accounts for more than 10% of the audited net profit of the company in the latest fiscal year, and the absolute amount exceeds one million yuan;</p> <p>.....</p>	<p>the absolute amount exceeds one million yuan;</p> <p>(XVII) The transaction amount of the transaction (including debts and expenses) accounts for more than 10% of the audited net assets in the latest period, and the absolute amount exceeds 10 million yuan;</p> <p>(XVIII) The profit generated from the transaction accounts for more than 10% of the audited net profit of the company in the latest fiscal year, and the absolute amount exceeds one million yuan;</p> <p>.....</p>
<p>Article 13</p> <p>None of the persons in any of the following situations shall serve as the Director:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been convicted of the offence of corruption, bribery, asset embezzlement, asset misappropriation, or disrupting the social economic order within 5 years of the expiry date of punishment or has been deprived of political rights because of this conviction within 5 years of the expiry date of the sentence;</p> <p>(III) a person who has served as director, factory manager or manager of a company or enterprise that is bankrupt and liquidated as a result of improper management and who has been personally liable for the bankruptcy of the company or enterprise within 3 years of the date of completion of bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) a person who has served as the legal representative of a company or enterprise whose business licence was revoked due to violation of the law and who has been personally liable within 3 years of the date on which the business licence of such company or enterprise was revoked;</p> <p>(V) a person who has a large sum of debt which was not paid at maturity;</p> <p>(VI) a person who is investigated by the judicial authorities for violation of criminal law which is not settled yet;</p> <p>(VII) a person who is prohibited from acting as a</p>	<p>Article 13</p> <p>None of the persons in any of the following situations shall serve as the Director:</p> <p>(I) a person who has no civil capacity or has limited civil capacity;</p> <p>(II) a person who has been convicted of with the offence of corruption, bribery, asset embezzlement, asset misappropriation, or <u>crime of destroying the order of the socialist market economy</u> order within 5 years of the expiry date of punishment or has been deprived of political rights because of this conviction within 5 years of the expiry date of the sentence;</p> <p>(III) a person who has served as director, factory manager or manager of a company or enterprise that is bankrupt and liquidated as a result of improper management and has been personally liable for the bankruptcy of the company or enterprise within 3 years of the date of completion of bankruptcy and liquidation of the company or enterprise;</p> <p>(IV) a person who has served as the legal representative of a company or enterprise whose business licence was revoked <u>or has been ordered to close down</u> due to violation of the law and who has been personally liable within 3 years of the date on which the business licence of such company or enterprise was revoked;</p> <p>(V) a person who has a large sum of debt which was not paid at maturity;</p>

<p>leader of an enterprise by the provisions of the laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person judged by the competent authorities to have violated the provisions of relevant securities laws and involved in deceptive or dishonest acts within 5 years of the date on which the judgment was made;</p> <p>(X) circumstances specified by relevant laws and regulations on the places where the Company's shares are listed.</p> <p>In case of electing or appointing directors in violation of the provisions of this Article, the election, appointment or appointment shall be invalid. If the circumstances of this Article arise during a director's term of office, the Company shall remove his / her post.</p>	<p>(VI) a person who is investigated by the judicial authorities for violation of criminal law which is not settled yet;</p> <p>(VII) a person who is prohibited from acting as a leader of an enterprise by the provisions of the laws and administrative regulations;</p> <p>(VIII) a non-natural person;</p> <p>(IX) a person judged by the competent authorities to have violated the provisions of relevant securities laws and involved in deceptive or dishonest acts within 5 years of the date on which the judgment was made;</p> <p>(X) circumstances specified by relevant laws and regulations on the places where the Company's shares are listed.</p> <p>In case of electing or appointing directors in violation of the provisions of this Article, the election, appointment or appointment shall be invalid. If the circumstances of this Article arise during a director's term of office, the Company shall remove his / her post.</p>
<p>Article 31</p> <p>The chairman of the Board is the director of the company (except the independent non-executive director) and is the legal representative of the company.</p>	<p>Article 31</p> <p>The chairman of the Board is the director of the company (except the independent non-executive director) and is the legal representative of the company.</p>
<p>Article 40</p> <p>The directors are discussed in the form of Board meetings. The meeting of the Board shall be convened and presided over by the chairman. The Board shall hold at least 4 regular meetings every year and such meetings shall be convened by the Chairman. All of the Directors should be notified about the meeting 14 days beforehand.</p>	<p>Article 40</p> <p>The directors are discussed in the form of Board meetings. The meeting of the Board shall be convened and presided over by the chairman. The Board shall hold at least 4 regular meetings every year and such meetings shall be convened by the Chairman. All of the Directors should be notified about the meeting 14 days beforehand. <u>At least 14 days' notice shall be given on the convening of regular Board meetings to allow all directors to arrange time for their attendance. Reasonable notice shall be given on the convening of all other Board meetings.</u></p>

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING



創美·CH'MEI

Charmacy Pharmaceutical Co., Ltd.

創美藥業股份有限公司

(A joint stock limited liability company established in the PRC)

(Stock Code: 2289)

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting (the “**EGM**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at the conference room on the 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “**PRC**”) at 3 p.m. on Friday, 20 October 2023, for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and, if thought fit, approve the proposed amendments to the rules of procedures for shareholders’ meetings of the Company (details of which are set out in the circular of the Company dated 22 September 2023) (please see Appendix II), and that any director of the Company (the “**Director(s)**”) be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the rules of procedures for shareholders’ meetings of the Company;
2. to consider and, if thought fit, approve the proposed amendments to the rules of procedures for board meetings of the Company (details of which are set out in the circular of the Company dated 22 September 2023) (please see Appendix III), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the rules of procedures for board meetings of the Company; and

SPECIAL RESOLUTION

3. to consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) (details of which are set out in

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

the circular of the Company dated 22 September 2023) (please see Appendix I), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association.

For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yan Jingbin
Chairman

Shantou, the PRC, 22 September 2023

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Tuesday, 17 October 2023 to Friday, 20 October 2023 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H 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 no later than 4:30 p.m. on Monday, 16 October 2023.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder.
4. In order to be valid, the proxy form for the EGM must be deposited by hand or post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours (i.e. not later than 3:00 p.m. on Thursday, 19 October 2023) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company’s individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to

NOTICE OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

prove that he/ she/they have been duly authorised. A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the shares are transferred, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

6. Shareholders or their proxies shall provide their identity documents when attending the EGM.
7. In case of jointholders of any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.

As at the date of this notice, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Ms. Zhang Hanzi; the non-executive Directors are Mr. Yan Jingbin, Ms. Fu Zheng and Mr. Xu Fei; and the independent non-executive Directors are Mr. Wan Chi Wai Anthony, Mr. Li Hanguo and Mr. Guan Jian (also known as Guan Suzhe).