院 司

We

int stock limited liab any incorporated in the People's Republic of China)

Stock code: 2120

N R R D R U N AN R Y AR

R D A ND N AR C A C A N

AND R A D RU R C DUR

R D RAN N RA ANDA ARD

UR R AR A Y R URC A AR

N C R X RA RD NARY N RA N

R Y AR

N C C ND AR D R ' C A N

R Y AR

AND

N C C ND D C AR D R ' C A

N R Y AR

The EGM of the Company will be held as on-site meeting at Conference Room, 12/F, B ilding 1, Shengjin Road, H anglong Residential District, Wenzho , Zhejiang Province, the PRC, at 2:00 p.m. on Monday, October 14, 2024, and the H Shareholders' Class Meeting will be held immediately after the concl sion of the EGM or any adjo rned meeting thereof (whichever the later), and the Domestic Shareholders' Class Meeting will be held immediately after the concl sion of the H Shareholders' Class Meeting or any adjo rned meeting thereof (whichever the later).

A letter from the Board is set o t on pages 4 to 14 of this circ lar.

The notices convening the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set o t on pages 15 to 21 of this circ lar.

Whether or not yo are able to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, yo are req ired to complete the accompanying form of proxy in accordance with the instr ctions printed thereon and ret rn it as soon as possible, and in any case, m st be d ly delivered at least 24 ho rs prior to the time of convening the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjo rned meeting thereof (i.e., before 2:00 p.m. on S nday, October 13, 2024). The completion and ret rn of the form of proxy will not precl de yo from attending and voting in

C N N

Page

D f t 1

tt f t a 4

N t c f t t t a a a t f t Y a 15

N t c f t c a ’C a t f t Y a 18

N t c f t c D t c a ’C a t f t Y a . 20

App C pa a f t A t t t A t c f A c at 22

App C pa a f t A t t t Ru f c u f a t 104

App C pa a f t A t t t Ru f c u f a t 118

App V C pa a f t A t t t Ru f c u f t f t up C tt 125

App V p a at tat t 127

"H Share(s)"	overseas listed foreign invested ordinary share(s) in the share capital of the Company with a nominal val e of RMB1.00 each, which is (are) listed on the Main Board of the Hong Kong Stock Exchange
"H Shareholder(s)"	holder(s) of the H Share(s)
"H Shareholders' Class Meeting"	the 2024 Second H Shareholders' Class Meeting of the Company to be convened and held in the form of on-site meeting at Conference Room, 12/F, B ilding 1, Shengjin Road, H anglong Residential District, Wenzho , Zhejiang Province, the PRC on Monday, October 14, 2024 immediately after the concl sion of the EGM (or any adjo rnment thereof)
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawf l c rrency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing R les" or "Listing R les"	the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited, as amended, s pplemented or otherwise modified from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	September 20, 2024, being the latest practicable date prior to the printing of this circ lar for the p rpose of ascertaining certain information contained in this circ lar
"PRC" or "China"	the People's Rep blic of China which, for the p rpose of this circ lar, excl des Hong Kong, Maca Special Administrative Region of the PRC and Taiwan
"RMB"	the lawf l c rrency of the PRC
"R les of Proced res for Board Meetings"	the R les of Proced res for the Meetings of the Board of Directors of Wenzho Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司董事會議事規則》), as amended, s pplemented or otherwise modified from time to time

"R les of Proced res for General Meetings"	the R les of Proced res for the General Meetings of Wenzho Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司股東大會議事規則》), as amended, s pplemented or otherwise modified from time to time
"R les of Proced res for Meetings of the S pervisory Committee"	the R les of Proced res for the Meetings of S pervisory Committee of Wenzho Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司監事會議事規則》), as amended, s pplemented or otherwise modified from time to time
"Share(s)"	share(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"S pervisor(s)"	the s pervisor(s) of the Company
"S pervisory Committee"	the s pervisory committee of the Company
"Takeovers Code"	the Codes on Takeovers and Mergers and Share B y-backs iss ed by the Sec rities and F t res Commission of Hong Kong, as amended from time to time
"Treas ry shares"	has the meaning ascribed to it in the Listing R les
"%"	per cent

Certain amounts or percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain table(s) may not be an arithmetic aggregation of the figures preceding them.

溫州康寧

N R DUC N

The p rpose of this circ lar is to provide yo with f rther information in relation to the following resol tions to be proposed at the EGM and/or the Class Meetings (as the case may be):

1. To consider and approve the interim profit distrib tion plan of the Company for the year 2024;

2. To consider and approve the proposed amendments to the Articles of Association;

3. To consider and approve the proposed amendments to the R les of Proced res for General Meetings;

4. To consider and approve the proposed amendments to the R les of Proced res for Board Meetings;

5. To consider and approve the proposed amendments to the R les of Proced res for Meetings of the S pervisory Committee; and

6. To consider and approve the proposed grant of general mandate to the Board to f rther partially rep rchase H Shares.

Items 1 to 6 above shall be s bmitted to the EGM for Shareholders' consideration. Items 2 to 6 above shall be s bmitted to the Class Meetings for Shareholders' consideration.

Item 1 above is to be approved as an ordinary resol tion by the Shareholders at the EGM. The remaining proposals are to be approved as special resol tions by the Shareholders at the EGM and/or the Class Meetings (as the case may be).

N R R D R U N AN R Y AR

( ) t f t D t ut a f t Y a

On A g st 28, 2024, the Board approved the interim profit distrib tion plan for the year 2024. D ring the six months ended J ne 30, 2024, the Company's net profit realized by the parent company amo nted to RMB29,384,349.62. The distrib table profit for Shareholders realized by the parent company for the c rrent period was RMB29,384,349.62 (in accordance with the PRC Acco nting Standards for B siness Enterprises and other relevant reg lations, no s rpl s reserve was provided for in the half-year financial statements), less the c rrent distrib tion of the profit for the year 2023 of RMB22,380,090.00, together with the ndistrib ted profit of RMB284,123,941.46 acc m lated in the previo s year, the parent company's distrib table profit for Shareholders as of J ne 30, 2024 was RMB291,128,201.08. The Board recommends the payment of the proposed interim dividend. Based on the total share capital before the record date determined by the implementation of the 2024 interim profit distrib tion plan (excl ding the n mber of shares rep rchased b t not cancelled by the Company), a cash

of the Company (the "**p t D**"). As at the Latest Practicable Date, the total share capital of the Company is 74,600,300 shares. Excl ding 1,100,000 H Shares that have been rep rchased b t not cancelled by the Company yet, the total cash dividend to be distrib ted is provisionally calc lated to be RMB11,025,045 (tax incl sive), representing 21.73% of the net profit attrib table to shareholders of the parent company in the consolidated statement of the Company for the six months ended J ne 30, 2024. The Proposed Interim Dividend will be denominated and declared in RMB. The holders of Domestic Shares will be paid in RMB and the holders of H Shares will be paid in Hong Kong dollars. The exchange rate for the Proposed Interim Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as anno nced by the People's Bank of China d ring the five b siness days prior to the date of declaration of the Proposed Interim Dividend (i.e. the date of convening the EGM).

If the individ al holders of H Shares are Hong Kong or Maca residents or residents of the co ntries which had an agreed tax rate of 10% for the cash dividends paid to them with the PRC nder the relevant tax agreements, the Company sho ld withhold and pay individ al income tax on behalf of the relevant Shareholders at a rate of 10%. Sho ld the individ al holders of H Shares be residents of the co ntries which had an agreed tax rate of less than 10% with the PRC nder the relevant tax agreement, the Company shall withhold and pay individ al income tax on behalf of the relevant Shareholders at a rate of 10%. In this case, if the relevant individ al holders of H Shares wish to reclaim the extra amo nt withheld d e to the application of 10% tax rate, the Company can apply for it on behalf of the holders according to the relevant agreed preferential tax treatment. The relevant Shareholders shall s bmit the evidence req ired by the notice of the tax agreement to Comp tershare Hong Kong Investor Services Limited. The Company will assist with the tax ref nd after the approval of the competent tax a thority. Sho ld the individ al holders of H Shares be residents of the co ntries which had an agreed tax rate of over 10% b t less than 20% with the PRC nder the tax agreement, the Company shall withhold and pay the individ al income tax on behalf of the holders at the agreed act al rate in accordance with the relevant tax agreement. In the case that the individ al holders of H Shares are residents of the co ntries which had an agreed tax rate of 20% with the PRC nder the tax agreement, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individ al income tax on behalf of the holders at a rate of 20%.

R D A ND N AR C A C A N

Reference is made to the anno ncement of the Company dated September 20, 2024 in relation to, among other things, the proposed amendments to the Articles of Association.

The Special Provisions of the State Co ncil on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies prom lgated by the State Co ncil of the PRC on A g st 4, 1994 and the Notice on Implementation of the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas were abolished on March 31, 2023; the Trial Meas res for the Administration of Overseas Iss ance and Listing of Sec rities by Domestic Enterprises and relevant g idelines, which became effective on March 31, 2023, stip late that domestic enterprises directly listed overseas shall form late their articles of association with reference to the G idelines for Articles of Association of Listed Companies and other relevant provisions of the China Sec rities Reg latory Commission on corporate governance; the newly amended Company Law of the PRC became effective on J ly 1, 2024; the G idelines for the Articles of Association of Listed Companies prom lgated by the China Sec rities Reg latory Commission came into effect on December 15, 2023; and the Hong Kong Stock Exchange has recently made certain amendments to the Listing R les.

In view of this, the Company intends to amend its c rrent Articles of Association (the "**p p a t**") according to the abovementioned applicable PRC laws and reg lations and the Listing R les and taking into acco nt the act al sit ation of the Company, so as to adapt the Articles of Association to the provisions and r les and better meet the

practical needs of corporate governance. The proposed amendments will neither prej dice the protection of the Shareholders nor ca se material impacts on the protective meas res of the Shareholders. In partic lar, according to the abovementioned applicable PRC laws and reg lations, domestic shares and H shares shall be regarded as the same class of ordinary shares and holders of domestic shares and H shares shall no longer be deemed as different classes of shareholders, and the s bstantive rights attached to the two classes of shares (incl ding voting rights, dividends and asset distrib tion in case of liq idation) shall be identical. Therefore, the removal of the class meeting req irement from the Articles of Association will not ndermine the protection of the Shareholders. In addition, given that there are s fficient disp te resol tion channels (s ch as co rt proceedings in Chinese Mainland and Hong Kong) to enable the Shareholders to exercise their rights nder the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of disp te resol tion will not affect the protection of the Shareholders. For details of the comparison table of the proposed amendments to the Articles of Association, please refer to Appendix I to this circ lar.

The amended Articles of Association will become effective pon consideration and approval at the EGM and the Class Meetings, prior to which the Company applies the c rrent Articles of Association in force.

In addition, the Board proposes to the EGM and the Class Meetings to a thorize any one Director to modify the wordings of s ch proposed amendments as he/she thinks appropriate (s ch modification will not be req ired to be approved by the Shareholders) and sign all s ch doc ments and/or do all s ch acts as the Director may, in his/her absol te discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from the proposed amendments.

A special resol tion will be proposed at the EGM and the Class Meetings to consider and approve the proposed amendments to the Articles of Association.

V R D A ND N R VAN RU R C DUR

Given that the Company proposes to amend its existing Articles of Association, the Company also proposes to make corresponding amendments to the R les of Proced res for General Meetings, the R les of Proced res for Board Meetings and the R les of Proced res for Meetings of the S pervisory Committee (the "**A t t t Ru f c u**"). For details of the comparison table of the proposed Amendments to the R les of Proced res, please refer to Appendix II to Appendix IV to this circ lar.

The amended R les of Proced res for General Meetings, R les of Proced res for Board Meetings and the R les of Proced res for Meetings of the S pervisory Committee will become effective pon consideration and approval at the EGM and the Class Meetings, and provided that the proposed amendments to the Articles of Association are considered and approved at the EGM and the Class Meetings, prior to which the Company applies the c rrent R les of Proced res for General Meetings, R les of Proced res for Board Meetings and the R les of

Proced res for Meetings of the S pervisory Committee in force. The Company proposes to the general meeting to a thorize the Board to make corresponding amendments to the R les of Proced res for General Meetings, the R les of Proced res for Board Meetings and the R les of Proced res for Meetings of the S pervisory Committee according to the final amendments to the Articles of Association adopted by the Company.

Special resol tions will be proposed at the EGM and the Class Meetings to consider and approve the proposed amendments to the R les of Proced res for General Meetings, the R les of Proced res for Board Meetings and the R les of Proced res for Meetings of the S pervisory Committee.

V R D RAN N RA ANDA ARD UR R AR A Y R URC A AR

References are made to the circ lar dated April 26, 2024 and the anno ncement dated May 30, 2024 of the Company in relation to, among other things, the proposed grant of a general mandate to the Board to partially rep rchase H Shares. At the ann al general meeting for the year 2023, the first H shareholders' class meeting for the year 2024 and the first domestic shareholders' class meeting for the year 2024 held on May 30, 2024, the Company considered and approved the resol tion on the proposed grant of a general mandate to the Board to partially rep rchase H Shares, which a thorized the Board of the Company and the a thorized persons of the Board to rep rchase no more than 1,934,030 H Shares d ring the valid period (the "**u R pu c a**"). In order to f rther promote the healthy and stable long-term development of the Company and to protect the interests of general investors effectively, taking into acco nt the Company's c rrent operating conditions, financial position and f t re development prospects, the Company proposes to seek Shareholders' approval to grant a general mandate to the Board to f rther partially rep rchase H Shares. In accordance with the req irements of the relevant laws, reg latory req irements and Articles of Association, the Company is req ired to convene shareholders' general meetings and class meetings to seek the above approval from Shareholders.

( ) R a f R pu c a

( ) Ca f a p t R pu c a

The shares proposed to be rep rchased are the H shares in iss e of the Company. The specific n mber of shares to be rep rchased will be determined by the Board of the Company as a thorized by the shareholders' general meeting and the Class Meetings and the a thorized persons of the Board d ring the implementation period of the rep rchase, taking into acco nt the prices of the H shares of the Company in the secondary market and other factors, provided that the total n mber shall not exceed 10% of the total n mber of iss ed and f lly paid- p H Shares of the Company (excl ding H Shares that have been rep rchased b t not cancelled; and excl ding the treas ry shares, if any) on the date of approving s ch special resol tion (the "**N w R pu c a a at** "). The Company will be permitted to rep rchase p to 2,074,030 H Shares nder the New Rep rchase Mandate, on the basis of the aggregate of 21,840,300 H Shares in iss e and 1,100,000 H Shares rep rchased b t not cancelled by the Company as at the Latest Practicable Date, ass ming that after the resol tion regarding the New Rep rchase Mandate is approved and no other Shares will be iss ed additionally and/or rep rchased by the Company in the c rrent period p to the date of the EGM and the Class Meetings.

( ) p t t R pu c a a

The method adopted to rep rchase H shares is carried o t on the market of the Hong Kong Stock Exchange.

The Company ndertakes that the renewal of the existing rep rchase mandate will not res lt in the Directors or Shareholders triggering the obligation to make a mandatory general offer nder R les 26 and 32 of the Takeovers Code pon f ll exercise of the New Rep rchase Mandate, nor will it res lt in the n mber of Shares held by the p blic falling below 25% of the total n mber of iss ed Shares.

(V) f a R pu c a

The term of rep rchase of H Shares by the Company shall commence from the date of consideration and approvals of the rep rchase proposal by the EGM and the Class Meetings, ntil the following dates or conditions being triggered (whichever the earlier):

(1) if the amo nt of f nds sed in rep rchase has reached the maxim m amo nt d ring the term of rep rchase, the implementation of the rep rchase proposal will be completed immediately, that means, the term of rep rchase expires in advance with effect from that day;

(2) the concl sion of the next ann al general meeting of the Company; or

(3) the date when the general mandate to rep rchase H Shares has been withdrawn or amended by a special resol tion approved by shareholders' general meeting and shareholders' class meeting of the Company.

The Company will make and implement rep rchase decisions at opport ne timing according to market conditions d ring the above term of rep rchase p rs ant to the a thorization from the EGM, the Class Meetings and the Board, and in accordance with the req irements of the relevant laws, reg lations, China Sec rities Reg latory Commission and/or the Listing R les.

(V) c Ra f t a p t R pu c a a t c p f c

The rep rchase will be implemented in batches, and the price of the rep rchased H Shares shall not exceed 105% (incl sive) of the average closing price over 5 trading days prior to each act al rep rchase day. When implementing the rep rchase, the specific rep rchase price shall be determined within s ch range in accordance with the act al sit ation of the market and the Company.

(V) uc f u f t p R pu c a

The so rce of f nds for the proposed rep rchase of Shares is financed by own internal f nds of the Company.

(V) U f p R pu c a a a A u t f u

u p f pu c a	A u t f fu
In order to safeg ard the val e and Shareholders' interests of the Company, the rep rchased Shares may be cancelled to red ce the registered capital or held as treas ry shares based on the circ mstances at the time of rep rchasing the Shares (s ch as market conditions and its capital management needs)	Not exceeding RMB50 million (incl sive), excl ding relevant taxes and handling fees of the rep rchase transactions.

The act al amo nt of f nds sed in the rep rchase of H Shares will be determined by the Board of the Company as a thorized by the EGM and the Class Meetings and the a thorized persons of the Board d ring the implementation period of the rep rchase, taking into acco nt the prices of the H Shares of the Company in the secondary market, and within the range as mentioned above.

(V) c p f t a a at

It is proposed that the a thorization granted to the Board by the EGM and the Class Meetings incl des b t not limited to:

(1) form lating and implementing specific rep rchase proposal, incl ding b t not limited to determine the timing(s) of rep rchase, period(s) of rep rchase, rep rchase price(s) and q antity of rep rchase, etc.;

(2) notifying creditors and making anno ncements in accordance with the req irements of the Company Law of the People's Rep blic of China, other laws and reg lations and the Articles of Association;

(3) opening overseas stock acco nts, capital acco nts and handling corresponding proced res of change in foreign exchange registration;

(4) performing relevant approval or filing proced res (if any) in accordance with applicable laws, reg lations and reg latory provisions;

(5) handling the cancellation of rep rchased Shares, red cing the registered capital of the Company, revising the total share capital, share capital str ct re and other relevant contents in the Articles of Association and handling the proced res for modification of registration and filing;

(6) signing and handling all other doc ments and matters in relation to rep rchase of Shares; and

(7) agreeing that the Board a thorizes the Chairman of the Company and his a thorized persons to handle the above specific matters within the scope of the above a thorization.

(X) Va f t R ut

The valid period of the resol tion related to the rep rchase shall be in line with the implementation period of the Share rep rchase.

(X) t p a at

The rep rchase of H Shares shall be carried o t on the market of the Hong Kong Stock Exchange and does not constit te connected transactions of the Company.

The Hong Kong Listing R les prescribe that the req isite information of the proposed rep rchase of shares shall be provided to shareholders for consideration, to enable the shareholders to make informed decisions on the relevant resol tion on the rep rchase of shares at general meeting and shareholders' class meeting. The explanatory statement containing s ch information is set o t in Appendix V to this circ lar.

V AR D R ’C A N AND D C
AR D R ’C A N AND R XY ARRAN N

The notices of the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting are set o t on pages 15 to 21 of this circ lar.

In accordance with R le 13.39(4) of the Hong Kong Listing R les and Article 101 of the Articles of Association, any vote of Shareholders at a general meeting m st be taken by poll except where the chairman, in good faith, decides to allow a resol tion which relates p rely to a proced ral or administrative matter to be voted on by a show of hands. An anno ncement on the poll res lts will be p blished by the Company after the EGM, the H Shareholders’ Class

V R C NDA N

The Directors (incl ding all independent non-exec tive Directors) consider that all resol tions set o t in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of s ch resol tions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting as set o t in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

By order of the Board
W z u a p ta C t
UAN W
Chairman

Zhejiang, the PRC
September 26, 2024

溫州康寧

Details of the above resol tions proposed at the EGM are contained in the Circ lar, which is available on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.knhosp.cn).

By order of the Board
W z u a p ta C t
UAN W
Chairman

Zhejiang, the PRC
September 26, 2024

As of the date of this notice, the Company's executive directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keung Hugo.

Notes:

A ND

t a R t at c u f Att t

(a) Clos re of Register of Members. For the p rpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from T esday, October 8, 2024 to Monday, October 14, 2024 (both days incl sive).

(b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company after the close of b siness on Monday, October 7, 2024 are entitled to attend and vote in respect of all resol tions to be proposed at the EGM.

(c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer doc ments with Comp tershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Q een's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, October 7, 2024 for registration.

(d) A Shareholder or his/her/its proxy shall prod ce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons a thorized by the board of directors or other governing bodies of s ch Shareholder may attend the EGM by prod cing a copy of the resol tion of the board of directors or other governing bodies of s ch Shareholder appointing s ch persons to attend the meeting.

(a) A Shareholder eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more

C u f R t f f a a t p t D

The Proposed Interim Dividend will be paid on or before Monday, November 18, 2024 to all Shareholders whose names appear on the register of members of the Company on the record date (Wednesday, October 23, 2024). In order to q alify for the Proposed Interim Dividend, the H Shareholders shall lodge their share certificates accompanied by the transfer doc ments with Comp tershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Q een's Road East, Wanchai, Hong Kong before 4:30 p.m. on Th rsday, October 17, 2024 for registration. For the p rpose of ascertaining Shareholders who q alify for the Proposed Interim Dividend, the register of members for H Shares will be closed from Friday, October 18, 2024 to Wednesday, October 23, 2024 (both days incl sive).

c a u

(a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

(b) The address of the Company's share registrar of H Shares, Comp tershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Q een's Road East, Wanchai, Hong Kong.

(c) The contact details of the place of b siness of the Company are as follows:

No. 1 Shengjin Road, H anglong Residential District, Wenzho , Zhejiang Province, the PRC
Postal Code: 325000
Telephone No.: (86) 577 8877 1689
Facsimile No.: (86) 577 8878 9117

(d) The contact person for the EGM is Mr. WANG Jian and his telephone n mber is (86) 577 8877 1689.

溫州康寧

As of the date of this notice, the Company's executive directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keung Hugo.

Notes:

A ND AR D R 'C A N

t a R t at c u f Att t a 'C a t

(a) Clos re of Register of Members. For the p rpose of ascertaining H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from T esday, October 8, 2024 to Monday, October 14, 2024 (both days incl sive).

(b) H Shareholders whose names appear on the register of members of the Company after the close of b siness on Monday, October 7, 2024 are entitled to attend and vote in respect of the resol tions to be proposed at the H Shareholders' Class Meeting.

(c) H Shareholders who wish to attend the H Shareholders' Class Meeting shall lodge their share certificates accompanied by the transfer doc ments with the Company's share registrar of H Shares at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Q een's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, October 7, 2024 for registration.

(d) An H Shareholder or his/her/its proxy shall prod ce proof of identity when attending the meeting. If an H Shareholder is a legal person, its legal representative or other persons a thorized by the board of directors or other governing body of s ch Shareholder may attend the H Shareholders' Class Meeting by prod cing a copy of the resol tion of the board of directors or other governing body of s ch Shareholder appointing s ch persons to attend the meeting.

(a) An H Shareholder eligible to attend and vote at the H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company.

(b) A proxy sho ld be appointed by a written instr ment signed by the appointer or his/her/its attorney d ly a thorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney a thorizing that attorney to sign or the a thorization doc ment(s) m st be notarized.

(c) To be valid, the power of attorney or other a thorization doc ment(s) which have been notarized together with the completed form of proxy m st be delivered to the Company's share registrar of H Shares, Comp tershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Q een's Road East, Wan Chai, Hong Kong not less than 24 ho rs before the time designated for holding of the H Shareholders' Class Meeting (i.e. before 2:00 p.m. on S nday, October 13, 2024) (or any adjo rnment thereof).

(d) An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

c a u

(a) The H Shareholders' Class Meeting is expected to take place immediately after the EGM. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.

(b) The address of the Company's share registrar of H Shares, Comp tershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Q een's Road East, Wan Chai, Hong Kong.

(c) The contact person for the H Shareholders' Class Meeting is Mr. WANG Jian and his telephone n mber is (86) 577 8877 1689.

温州康寧

Notes:

A ND D C AR D R ’C A N

t a R t at c u f Att t D t c a ’C a t

(a) Clos re of Register of Members. For the p rpose of ascertaining Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders’ Class Meeting, the register of members of the Company will be closed from T esday, October 8, 2024 to Monday, October 14, 2024 (both days incl sive).

(b) Domestic Shareholders whose names appear on the register of members of the Company after the close of b siness on Monday, October 7, 2024 are entitled to attend and vote in respect of the resol tions to

N	f a t	Aft a t	R a f a t
1	Article 1 To safeg ard the legitimate rights and interests of Wenzho Kangning Hospital Co., Ltd. (the "Company") and its shareholders and creditors, and to reg late organization and acts of the Company, these Articles of Association are form lated p rs ant to the Company Law of PRC (the "Company Law"), the Sec rities Law of PRC (the "Sec rities Law"), the Special Provisions of the State Co ncil on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the G idelines on Articles of Association of Listed Companies, the Letter of Opinions on S pplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Co ncil on the Adj stment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (G o Han [2019] No. 97), the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited (the "Listing R les"), and other relevant provisions.	Article 1 To safeg ard the legitimate rights and interests of Wenzho Kangning Hospital Co., Ltd. (the "Company") and its shareholders**p** and creditors, and to reg late organization and acts of the Company, these Articles of Association are form lated p rs ant to the Company Law of PRC (the "Company Law"), the Sec rities Law of PRC (the "Sec rities Law"), ~~the Special Provisions of the State Co ncil on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ the G idelines on Articles of Association of Listed Companies, ~~the Letter of Opinions on S pplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Co ncil on the Adj stment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (G o Han [2019] No. 97),~~ the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited (the "Listing R les"), and other relevant provisions.	The deletion was made d e to the repeal of the relevant reg lations The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
2	Article 2 ..... with the B siness License (registration n mber 33030000004 4161) granted.	Article 2 ..... with the B siness License (~~registration n mber 330300000044161~~**U f c a c t c**) granted.	/
3	Article 5 The chairman of the board of directors (the "Board") is the Company's legal representative.	Article 5 The chairman of the board of directors (the "Board") is the Company's legal representative **w cut c p at affa af f t C pa** .	The amendment was made in accordance with the Company Law
4	Article 9 ..... Witho t prej dice to the provisions of Article 244, and according to these Articles of Association, one shareholder may s e the other shareholders, and the shareholders may s e the Company's directors, s pervisors and senior management. The shareholders may s e the Company. The Company may s e the shareholders, directors, s pervisors and senior management.	Article 9 ..... ~~Witho t prej dice to the provisions of Article 244, and A~~according to these Articles of Association, one shareholder may s e the other shareholders, and the shareholders may s e the Company's directors, s pervisors and senior management. The shareholders may s e the Company. The Company may s e the shareholders, directors, s pervisors and senior management.	The amendment was made accordingly d e to the original Article 244 is req ired to be deleted as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions") was abolished
5	Article 13 The Company shall have ordinary shares at all times. It may have other classes of shares as needed, pon approval by the a thorities a thorized by the State Co ncil.	/	This article was deleted as the Mandatory Provisions was abolished, and the serial n mbers of the s bseq ent articles was amended accordingly, which is also applicable to the same sit ation below
6	Article 16 The Company may iss e shares to investors inside the PRC and investors o tside the PRC pon approval of the sec rities reg latory a thorities nder the State Co ncil.	Article 1~~6~~ The Company may iss e shares to investors inside the PRC and investors o tside the PRC pon approval **t at w t** the sec rities reg latory a thorities nder the State Co ncil **t aut t aut z t tat C u c**	The corresponding amendment was made as the reg lations on the s pervision and management of share iss ance were revised

N	f a t	Aft a t	R a f a t
7	Article 17 The shares iss ed by the Company to investors inside the PRC for s bscription in Renminbi shall be referred to as "domestic shares". The shares iss ed by the Company to investors o tside the PRC for s bscription in foreign c rrency shall be referred to as "foreign shares". The foreign shares that are listed overseas shall be referred to as "overseas-listed foreign shares". A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights. ..... Approved by sec rities reg latory a thorities nder the State Co ncil, the Company's domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of s ch shares into overseas-listed foreign shares, listing and trading of s ch shares on overseas stock exchanges shall comply with the reg latory proced re, reg lations and req irements of the foreign sec rity markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not req ire the convening of a general meeting or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas- listed foreign shares.	Article 1~~7~~_ The shares iss ed by the Company to investors inside the PRC for s bscription in Renminbi shall be referred to as "domestic shares". The shares iss ed by the Company to investors o tside the PRC for s bscription in foreign c rrency shall be referred to as "foreign shares". The foreign shares that are listed overseas shall be referred to as "overseas-listed foreign shares". A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights. ..... ~~Approved by~~ **A f w t** sec rities reg latory a thorities nder the State Co ncil, the Company's domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of s ch shares into overseas-listed foreign shares, listing and trading of s ch shares on overseas stock exchanges shall comply with the reg latory proced re, reg lations and req irements of the foreign sec rity markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not req ire the convening of a general meeting~~ or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas- listed foreign shares.~~	The corresponding amendment was made as the reg lations on the s pervision and management of share iss ance were revised

N	f a t	Aft a t	R a f a t
8	Article 18 As approved by the approval a thorities of the Company a thorized by the State Co ncil, 50,000,000 ordinary shares were iss ed to the promoters of the Company pon establishment of the Company. Promoters and their respective shares s bscribed are set o t as follows:	Article 18 ~~As approved by the approval a thorities of the Company a thorized by the State Co ncil,~~ 50,000,000 ordinary shares were iss ed to the promoters of the Company pon establishment of the Company. Promoters and their respective shares s bscribed are set o t as follows:	The amendment was made with reference to the G idelines on Articles of Association of Listed Companies (the "G idelines on Articles of Association")

N	Na f p t	a (a)	c ta f a
1.	G an Weili	19,810,250	39.6205%
2.	G angzho GL Capital Investment F nd L.P.	13,416,750	26.8335%
3.	Wang Hongy e	5,304,350	10.6087%
4.	Wang Liany e	3,794,500	7.5890%
5.	Beijing CDH Weixin Vent re Capital L.P.	3,347,750	6.6955%
6.	Beijing CDH Weisen Vent re Capital L.P.	2,326,400	4.6528%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	3.0860%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.5160%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3980%
Total		50,000,000	100%

N	Na f p t	a (a)	c ta f a
1.	G an Weili	19,810,250	39.6205%
2.	G angzho GL Capital Investment F nd L.P.	13,416,750	26.8335%
3.	Wang Hongy e	5,304,350	10.6087%
4.	Wang Liany e	3,794,500	7.5890%
5.	Beijing CDH Weixin Vent re Capital L.P.	3,347,750	6.6955%
6.	Beijing CDH Weisen Vent re Capital L.P.	2,326,400	4.6528%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	3.0860%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.5160%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3980%
Total		50,000,000	100%

N	f a t	Aft a t	R a f a t
	Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, n mber of s bscribed shares and their proportion in the share capital are set o t as follows:	~~Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, n mber of s bscribed shares and their proportion in the share capital are set o t as follows:~~	

N	Na f p t	a (a)	c ta f a
1.	G an Weili	19,810,250	37.5194%
2.	G angzho GL Capital Investment F nd L.P.	15,384,541	29.1374%
3.	Wang Hongy e	5,304,350	10.0461%
4.	Beijing CDH Weixin Vent re Capital L.P.	3,838,754	7.2704%
5.	Wang Liany e	3,794,500	7.1866%
6.	Beijing CDH Weisen Vent re Capital L.P.	2,667,605	5.0523%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.9223%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.4886%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3769%
Total		52,800,000	100%

~~N~~	~~Na f p t~~	~~a (a)~~	~~c ta f a~~
~~1.~~	~~G an Weili~~	~~19,810,250~~	~~37.5194%~~
~~2.~~	~~G angzho GL Capital Investment F nd L.P.~~	~~15,384,541~~	~~29.1374%~~
~~3.~~	~~Wang Hongy e~~	~~5,304,350~~	~~10.0461%~~
~~4.~~	~~Beijing CDH Weixin Vent re Capital L.P.~~	~~3,838,754~~	~~7.2704%~~
~~5.~~	~~Wang Liany e~~	~~3,794,500~~	~~7.1866%~~
~~6.~~	~~Beijing CDH Weisen Vent re Capital L.P.~~	~~2,667,605~~	~~5.0523%~~
~~7.~~	~~Ningbo Xinshi Kangning Investment Management L.P.~~	~~1,543,000~~	~~2.9223%~~
~~8.~~	~~Ningbo Enci Kangning Investment Management L.P.~~	~~258,000~~	~~0.4886%~~
~~9.~~	~~Ningbo Renai Kangning Investment Management L.P.~~	~~199,000~~	~~0.3769%~~
~~Total~~		~~52,800,000~~	~~100%~~

N	f a t	Aft a t	R a f a t
9	Article 19 Upon the establishment of the Company, as approved by China Sec rities Reg latory Commission (the "CSRC") and the Hong Kong Stock Exchange, the Company has iss ed not more than 20,240,000 H shares (incl ding H shares iss ed pon the exercise of the Over-allotment Option). In A g st 2018, the Company completed a non-p blic iss e of 2,460,000 domestic shares to Wenzho Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)), Wenzho Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資 管理合夥企業(有限合夥)), Wenzho Enq an Kangning Investment Management L.P. (溫州恩泉康寧投資 管理合夥企業(有限合夥)), Wenzho Jiate Kangning Investment Management L.P. (溫州迦特康寧投資 管理合夥企業(有限合夥)) and Wenzho Sho wang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).	Article 19_ Upon the establishment of the Company, as approved by China Sec rities Reg latory Commission (the "CSRC") and the Hong Kong Stock Exchange, the Company has iss ed not more than 20,240,000 H shares (incl ding H shares iss ed pon the exercise of the Over-allotment Option). ~~In A g st 2018, the Company completed a non-p blic iss e of 2,460,000 domestic shares to~~	

N	f a t	Aft a t	R a f a t
	Upon completion of the aforesaid transfer of domestic shares, the Company has a registered capital of RMB74,600,300. The shareholding str ct re is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which incl de:	~~Upon completion of the aforesaid transfer of domestic shares, t~~he Company **cu t** has a registered capital of RMB74,600,300. The shareholding str ct re is as follows: 74,600,300 ordinary shares, comprising ~~19,340,300~~ H shares and ~~55,260,000~~ domestic shares~~, which incl de:~~.	

N	Na f a	a (a)	c ta f a
1.	G an Weili	18,350,250	24.5981%
2.	Central Enterprises R ral Ind stry Investment F nd Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%
3	Wenzho Jinning Eq ity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%
4	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%
5	Wang Hongy e	3,984,350	5.3409%
6	Wang Liany e	3,794,500	5.0864%
7	Wind Impact Eq ity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%

~~N~~	~~Na f a~~	~~a (a)~~	~~c ta f a~~
~~1.~~	~~G an Weili~~	~~18,350,250~~	~~24.5981%~~
~~2.~~	~~Central Enterprises R ral Ind stry Investment F nd Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)~~	~~7,466,666~~	~~10.0089%~~
~~3~~	~~Wenzho Jinning Eq ity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))~~	~~4,540,000~~	~~6.0858%~~
~~4~~	~~Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))~~	~~4,519,003~~	~~6.0576%~~
~~5~~	~~Wang Hongy e~~	~~3,984,350~~	~~5.3409%~~
~~6~~	~~Wang Liany e~~	~~3,794,500~~	~~5.0864%~~
~~7~~	~~Wind Impact Eq ity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))~~	~~3,333,000~~	~~4.4678%~~

N	f a t				Aft a t				R a f a t
	8	Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝沛投資有限公司)	2,780,000	3.7265%	~~8~~	~~Qingdao Jinshi Haona Investment Co., Ltd. (青島金石灝沛投資有限公司)~~	~~2,780,000~~	~~3.7265%~~	
	9	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合夥))	1,987,356	2.6640%	~~9~~	~~Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合夥))~~	~~1,987,356~~	~~2.6640%~~	
	10	Cheng Xiaoling	844,875	1.1325%	~~10~~	~~Cheng Xiaoling~~	~~844,875~~	~~1.1325%~~	
	11	Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合夥))	743,000	0.9961%	~~11~~	~~Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合夥))~~	~~743,000~~	~~0.9961%~~	
	12	Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合夥))	258,000	0.3458%	~~12~~	~~Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合夥))~~	~~258,000~~	~~0.3458%~~	
	13	Ningbo Renai Kangning Investment Management L.P (寧波仁愛康寧投資管理合夥企業(有限合夥))	199,000	0.2668%	~~13~~	~~Ningbo Renai Kangning Investment Management L.P (寧波仁愛康寧投資管理合夥企業(有限合夥))~~	~~199,000~~	~~0.2668%~~	
	14	Wenzho Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥))	804,794	1.0788%	~~14~~	~~Wenzho Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥))~~	~~804,794~~	~~1.0788%~~	

N	f a t	Aft a t	R a f a t
10	Article 21 After the plans for iss ing overseas-listed foreign shares and domestic shares have been approved by the sec rities reg latory a thorities nder the State Co ncil, the Company's Board may arrange for implementation of s ch plans by means of separate iss ances. The Company's plan for iss ance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months pon approval by the sec rities reg latory a thorities nder the State Co ncil, nless otherwise stip lated by the sec rities reg latory a thorities nder the State Co ncil.	/	This article was deleted as the Mandatory Provisions was abolished
11	Article 22 Where the Company iss es overseas-listed foreign shares and domestic shares separately within the total n mber of shares specified in the iss ance plans, s ch shares shall be f lly s bscribed in one single iss ance. Where special circ mstances make it impossible for every s ch single iss ance to be f lly s bscribed, the shares may be iss ed in tranches, s bject to the approval of the sec rities reg latory a thorities nder the State Co ncil.	/	This article was deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
12	Article 23 At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the iss e of H shares, the registered capital of the Company is RMB73,040,000. Upon completion of non-p blic iss e of domestic shares in A g st 2018, the Company had a registered capital of RMB75,500,000. Prior to cancellation of rep rchase of H shares in J ly 2020, the Company had a registered capital of RMB75,500,000. Upon completion of cancellation of the aforesaid the rep rchase of 899,700 H shares by the Company, the registered capital of the Company is RMB74,600,300.	/	As the Mandatory Provisions was abolished, the pdate on the share capital has been stip lated in the revised Article 18. To avoid repetition, this article was deleted
13	/	**A t c C pa a t p ft w a ua a t a t f a c a a ta c f t t ta t a f t C pa u t C pa p t a p a w p c**	This article was added in accordance with the Company Law

N	f a t	Aft a t	R a f a t
15	Article 27 If a director, s pervisor or senior management of the Company, or a shareholder holding more than		

N	f a t	Aft a t	R a f a t
16	Article 31 The Company may, in the following circ mstances, rep rchase its own iss ed o tstanding shares according to legal proced res and in accordance with the proced res provided for in these Articles of Association, and s bmit the same to the relevant state a thorities for approval: (1) Red ce the Company's registered capital; (2) Merger with another company holding shares in the Company; (3) Utilising its shares in the employee share ownership scheme or for share incentive; (4) Acq isition of shares held by shareholders (pon their req est) who dissent from any resol tion proposed in any general meeting on the merger or division of the Company; (5) Utilising the shares for conversion toornversitib i i i ii thares anyording prd provided for in these Articles of Association, and s bmit the same to the relevant state a thorities for approval: (1) Red ce the Company's registered capital;		

N	f a t	Aft a t	R a f a t
17	Article 33 In the event of a rep rchase of shares by the Company by an agreement o tside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the proced res stip lated in the Company's Articles of Association. Upon obtaining f rther prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concl ded in the manner set forth above or waive any of its rights nder s ch contracts. The contracts for the rep rchase of		

N	f a t	Aft a t	R a f a t
18	Article 34 The acq isition of its shares by the Company for reasons set forth in Items (1) to (2) of Article 31 hereof shall be s bject to the approval at the general meeting in accordance with the provisions here nder. The acq isition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of Article 31 hereof may be s bject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions here nder. Upon the acq isition of its shares by the Company p rs ant to the provisions nder Article 31 hereof, nder the circ mstance set forth in Item (1), the shares so p rchased shall be cancelled within ten days after the said acq isition; nder the circ mstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares rep rchased p rs ant to the provisions nder Items (3), (5) and (6) of Article 31 hereof shall not exceed 10% of the total iss ed shares of the Company, and shall be transferred or cancelled within three years.	Article ~~34~~ The acq isition of its shares by the Company for reasons set forth in Items (1) to (2) of **t f t pa a ap f** Article ~~31~~ hereof shall be s bject to the approval at the general meeting in accordance with the provisions here nder. The acq isition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of **t f t pa a ap f** Article ~~31~~ hereof may be s bject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions here nder. Upon the acq isition of its shares by the Company p rs ant to the provisions nder **t f t pa a ap f** Article ~~31~~ hereof, nder the circ mstance set forth in Item (1), the shares so p rchased shall be cancelled within ten days after the said acq isition; nder the circ mstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares rep rchased p rs ant to the provisions nder Items (3), (5) and (6) of Article ~~31~~ hereof shall not exceed 10% of the total iss ed shares of the Company, and shall be transferred or cancelled within three years. **W t C pa a acqu t a acc a c w t**	

N	f a t	Aft a t	R a f a t
19	Article 36 Unless the Company has already entered the liq idation stage, it shall comply with the following provisions in b ying back its iss ed and o tstanding shares:	/	This article was deleted as the Mandatory Provisions was abolished
20	CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES From Article 37 to Article 39	/	This chapter was deleted as the Mandatory Provisions was abolished
21	CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS Article 40 The Company's shares shall be in registered form. In addition to the partic lars provided for in the Company Law, the share certificates of the Company shall clearly state s ch other partic lars as req ired to be specified by the stock exchange(s) on which the Company's shares are listed. The Company may take the form of overseas depositary receipt or other derivations of share certificate to iss e overseas-listed foreign shares in accordance with laws and sec rities registration and depository practice of the listing ven e.	CHAPTER ~~6~~_ ~~SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS~~ **AR D R** Article ~~40~~__ The Company's shares shall be in registered form. In addition to the partic lars provided for in the Company Law, the share certificates of the Company shall clearly state s ch other partic lars as req ired to be specified by the stock exchange(s) on which the Company's shares are listed. The Company may take the form of overseas depositary receipt or other derivations of share certificate to iss e overseas-listed foreign shares in accordance with laws and sec rities registration and depository practice of the listing ven e.	1. The adj stment to the chapter title with reference to the G idelines on Articles of Association, and the s bseq ent chapter titles were amended accordingly, which is also applicable to the same sit ation below; 2. Certain contents of this article were deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
	D ring the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ens re that the following statements are incl ded in all title doc ments (incl ding H shares certificates) relating to its sec rities listed on the Hong Kong Stock Exchange and shall instr ct and proc re its share registrar to reject the registration of the s bscription, acq isition or transfer of shares in the name of any individ al holder nless and ntil the individ al holder s bmits the appropriately signed form relating to s ch shares to the share registrar and the form shall incl de the following statements: (1) the share p rchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the req irements of the Company Law, Special Provisions and other relevant laws, administrative reg lations and these Articles of Association.	~~D ring the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ens re that the following statements are incl ded in all title doc ments (incl ding H shares certificates) relating to its sec rities listed on the Hong Kong Stock Exchange and shall instr ct and proc re its share registrar to reject the registration of the s bscription, acq isition or transfer of shares in the name of any individ al holder nless and ntil the individ al holder s bmits the appropriately signed form relating to s ch shares to the share registrar and the form shall incl de the following statements:~~ ~~(1) the share p rchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the req irements of the Company Law, Special Provisions and other relevant laws, administrative reg lations and these Articles of Association.~~	

N	f a t	Aft a t	R a f a t
	(2) the p rchaser of the shares agrees with the Company and each of the shareholders, directors, s pervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, s pervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disp tes and claims arising from these Articles of Association, or disp tes and claims of rights in relation to the Company's affairs arising from any rights or obligations nder the Company Law or other relevant laws and administrative reg lations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an a thorization to an arbitral co rt to hold a p blic hearing and anno nce its arbitration award to the p blic. S ch award shall be final and concl sive. (3) the p rchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder. (4) the p rchaser of the shares a thorizes the Company to enter into a contract on his behalf with each of the directors and senior management, p rs ant to which the directors and senior management ndertake to observe and perform their d ties owed to the shareholders nder the Articles of Association.	~~(2) the p rchaser of the shares agrees with the Company and each of the shareholders, directors, s pervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, s pervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disp tes and claims arising from these Articles of Association, or disp tes and claims of rights in relation to the Company's affairs arising from any rights or obligations nder the Company Law or other relevant laws and administrative reg lations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an a thorization to an arbitral co rt to hold a p blic hearing and anno nce its arbitration award to the p blic. S ch award shall be final and concl sive.~~ ~~(3) the p rchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.~~ ~~(4) the p rchaser of the shares a thorizes the Company to enter into a contract on his behalf with each of the directors and senior management, p rs ant to which the directors and senior management ndertake to observe and perform their d ties owed to the shareholders nder the Articles of Association.~~	

N	f a t	Aft a t	R a f a t
23	Article 42 The Company shall establish a register of shareholders in accordance with evidence from the sec rities registration organization, and shall enter therein the following partic lars: (1) The name, address (domicile), occ pation or nat re of each shareholder; (2) The class and n mber of shares held by each shareholder; (3) The amo nt paid or payable for the shares held by each shareholder; (4) The serial n mber of the shares held by each shareholder; (5) The date on which each shareholder is registered as a shareholder; (6) The date on which each shareholder ceases to be a shareholder. The register of shareholders is the concl sive evidence of shareholders' holding of the Company's shares, nless otherwise with opposite evidence.	Article ~~42~~ The Company shall establish a register of shareholders in accordance with evidence from the sec rities registration organization, ~~and shall enter therein the following partic lars:~~**w c t c c u c f a ' f t C pa ' a a a j t a a at acc t t c a f a f a f t a c a a j qua t a a qua at** ~~(1) The name, address (domicile), occ pation or nat re of each shareholder;~~ ~~(2) The class and n mber of shares held by each shareholder;~~ ~~(3) The amo nt paid or payable for the shares held by each shareholder;~~ ~~(4) The serial n mber of the shares held by each shareholder;~~ ~~(5) The date on which each shareholder is registered as a shareholder;~~ ~~(6) The date on which each shareholder ceases to be a shareholder.~~ ~~The register of shareholders is the concl sive evidence of shareholders' holding of the Company's shares, nless otherwise with opposite evidence.~~	The amendment was made with reference to the G idelines on Articles of Association as the Mandatory Provisions was abolished
24	Article 44 to Article 46, and Article 49 to Article 52 ……	/	These articles were deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
25	CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS		

N	f a t	Aft a t	R a f a t
	Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be s bject to the following terms: (1) The Company needs not register more than fo r persons as joint shareholders for any share; (2) All joint shareholders of any share shall bear the joint liabilities for all the payable amo nt of the relevant share. In the circ mstance of joint shareholders: (1) In case of death of one of the joint shareholders, only the other s rviving joint shareholder(s) shall be deemed by the Company as owner of the shares, b t for the p rpose of revising the register of shareholder, the Board shall be entitled to demand the s rviving joint shareholder(s) to provide a death certificate as the Board thinks fit.	~~Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be s bject to the following terms:~~ ~~(1) The Company needs not register more than fo r persons as joint shareholders for any share;~~ ~~(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amo nt of the relevant share.~~ ~~In the circ mstance of joint shareholders:~~ ~~(1) In case of death of one of the joint shareholders, only the other s rviving joint shareholder(s) shall be deemed by the Company as owner of the shares, b t for the p rpose of revising the register of shareholder, the Board shall be entitled to demand the s rviving joint shareholder(s) to provide a death certificate as the Board thinks fit.~~	

N	f a t	Aft a t	R a f a t
	(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the n mber of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior seq ence shall be regarded as the sole and excl sive vote on behalf of the rest joint shareholders. For the p rpose of s ch voting, the shareholder's priority shall be determined in accordance with the seq ence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders. Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bon s or ret rn of capital which shall be distrib ted to s ch joint shareholders, s ch receipt shall be deemed as a valid receipt from s ch joint shareholders to the Company.	~~(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the n mber of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior seq ence shall be regarded as the sole and excl sive vote on behalf of the rest joint shareholders. For the p rpose of s ch voting, the shareholder's priority shall be determined in accordance with the seq ence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.~~ ~~Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bon s or ret rn of capital which shall be distrib ted to s ch joint shareholders, s ch receipt shall be deemed as a valid receipt from s ch joint shareholders to the Company.~~	

N	f a t	Aft a t	R a f a t
27	Article 54 Holders of ordinary shares of the Company shall enjoy the following rights: (1) To receive dividends and profit distrib tions in other forms according to the n mber of shares held by them; (2) To req est, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law; (3) To monitor, make s ggestions or q estion the Company's operation; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative reg lations, listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association; (5) To obtain relevant information in accordance with these Articles of Association of the Company, which shall incl de: 1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;	Article ~~54~~__ Holders of ordinary shares of the Company shall enjoy the following rights: (1) To receive dividends and profit distrib tions in other forms according to the n mber of shares held by them; (2) To req est, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law; (3) To monitor, make s ggestions or q estion the Company's operation; (4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative reg lations, listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association; (5) **acc a c p t A t c f A c at t f a ut f a t ut f a t ut f t t f up C tt a f a c a a acc u t p t** ~~To obtain~~ relevant information in accordance with these Articles of Association of the Company after 69276.2532193.697Tm3(i12521.6353Tm[(Committee,)-2708.9(and)-2708.9(financial)]	Certain contents of this article were deleted as the Mandatory Provisions was abolished The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
	2. Having the right to access and make a copy, after payment of reasonable charges, of: (1) all parts of the register of shareholders; (2) personal information of the directors, s pervisors and senior management of the Company, incl ding: a c rrent and previo s names and aliases; b main address (domicile); c nationality; d f ll-time and all other part-time occ pations and d ties; e identification credentials and their n mbers. (3) the stat s of the Company's iss ed share capital; (4) reports of the aggregate par val e, n mber and highest and lowest prices of each class of shares bo ght back by the Company since the last financial year as well as all the expenses paid by the Company therefor; (5) bonds st bs, min tes of general meetings, special resol tions of the Company, resol tions of board meetings, resol tions of the meetings of S pervisory Committc4 and dendment		

N	f a t	Aft a t	R a f a t
	(7) copy of the latest ann al review report which has been filed with the competent administration for ind stry and commerce or other competent a thorities, if applicable. Doc ments set o t in item (1) and items (3) to (7) above and any other applicable doc ments shall be made available by the Company, according to the req irements of the Listing R les, at the Company's address in Hong Kong, for the p blic and holders of overseas-listed foreign shares to inspect free of charge. Min tes of general meetings shall only be made available for inspection by shareholders of the Company. (6) When the Company terminates or liq idates, its share of remaining assets of the Company according to the shares held will be distrib ted; (7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may req est the Company to acq ire his shares; (8) Other rights nder the law, administrative reg lations, departmental reg lations and these Articles of Association. The Company shall not exercise power only beca se any person who directly or indirectly owns eq ity interest does not disclose its eq ity interest to the Company to frozen or by other means to damage any rights attached to the shares of the person.	~~(7) copy of the latest ann al review report which has been filed with the competent administration for ind stry and commerce or other competent a thorities, if applicable.~~ ~~Doc ments set o t in item (1) and items (3) to (7) above and any other applicable doc ments shall be made available by the Company, according to the req irements of the Listing R les, at the Company's address in Hong Kong, for the p blic and holders of overseas-listed foreign shares to inspect free of charge. Min tes of general meetings shall only be made available for inspection by shareholders of the Company.~~ (6) When the Company terminates or liq idates, its share of remaining assets of the Company according to the shares held will be distrib ted; (7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may req est the Company to acq ire his shares; (8) Other rights nder the law, administrative reg lations, departmental reg lations and these Articles of Association. ~~The Company shall not exercise power only beca se any person who directly or indirectly owns eq ity interest does not disclose its eq ity interest to the Company to frozen or by other means to damage any rights attached to the shares of the person.~~	

N	f a t	Aft a t	R a f a t
28	Article 55 If any shareholder req ests for access to the information or ask for doc ments prescribed in the preceding Article, he shall first provide written proof to certify the class and n mber of Company's shares he holds. The Company shall provide the req est doc ments after verification of the identity of s ch shareholder and may reasonably charge for photocopies of the doc ments.	Article ~~55~~ __ If any shareholder	

N	f a t	Aft a t	R a f a t
29	Article 56 If a resol tion of the Company's general meeting or Board meeting contravenes the law or administrative reg lations, the shareholders are entitled to req est the co rt to ann l the decision. If the convening proced re or voting method of a general meeting or Board meeting contravenes the law, administrative reg lations or these Articles of Association, or if the contents of the resol tions of s ch meetings contravene these Articles of Association, the shareholders are entitled to req est the co rt to revoke the resol tions within 60 days of the resol tions.	Article ~~56~~ If a resol tion of the Company's general meeting or Board meeting contravenes the law or administrative reg lations, the shareholders are entitled to req est the co rt to ann l the decision. If the convening proced re or voting method of a general meeting or Board meeting contravenes the law, administrative reg lations or these Articles of Association, or if the contents of the resol tions of s ch meetings contravene these Articles of Association, the shareholders are entitled to req est the co rt to revoke the resol tions within 60 days of the resol tions **u t a f ct t p c u f c a a ' a t t a t t a f t t at w c t at a aff ct t ut .** **a w a t tf t pa t c pat t a ' a t a f a p t t wt t p ' C u t t k t ut wt a f t at w t k w u k wt at t ut a f t t c t t t k wt a f t at f t ut t k t a t u**	The amendment was made in accordance the Company Law

N	f a t	Aft a t	R a f a t
30	Article 61 The controlling shareholder or de facto controller of the Company shall not se his connected relationship to damage the Company's interests. In case of a breach res lting in damage to the Company, he shall be liable for compensation. The controlling shareholder and de facto controller of the Company have fid ciary d ties towards the Company and p blic shareholders. The controlling shareholder shall strictly exercise his rights as a capital contrib tor in compliance with the law. The controlling shareholder shall not make se of its position to damage the lawf l interests of the Company and p blic shareholders in the distrib tion of t4Nits, of assets, foreign investment, misap(t4priation)-315.8(of)-315.8(assets,)-315.8(borrowing)]TJT[(or)-330.2(loan)-330.2(g arantee,)-330.2(and)-330.2(shall)-330. assets, foreign investment,		

N	f a t	Aft a t	R a f a t
	In addition to the obligations nder the law, administrative reg lations or the listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the exercise of their shareholders' powers, make decisions prej dicial to the interests of all or part of the shareholders as a res lt of the exercise of their voting rights on the iss es set forth below: (1) Discharging the responsibilities of a director or s pervisor to act honestly in the best interest of the Company; (2) Approving a director or s pervisor (for his own or others' benefit) to deprive the Company of its property in form, incl ding (b t not limited to) any opport nities that are favorable to the Company; (3) Approving a director or s pervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, incl ding (b t not limited to) the rights to distrib tions and voting rights, b t not incl ding restr ct ring of the Company s bmitted to and passed at the shareholders general meeting in accordance with these Articles of Association.	~~In addition to the obligations nder the law, administrative reg lations or the listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, controlling shareholders shall not, in the exercise of their shareholders' powers, make decisions prej dicial to the interests of all or part of the shareholders as a res lt of the exercise of their voting rights on the iss es set forth below:~~ ~~(1) Discharging the responsibilities of a director or s pervisor to act honestly in the best interest of the Company;~~ ~~(2) Approving a director or s pervisor (for his own or others' benefit) to deprive the Company of its property in form, incl ding (b t not limited to) any opport nities that are favorable to the Company;~~ ~~(3) Approving a director or s pervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, incl ding (b t not limited to) the rights to distrib tions and voting rights, b t not incl ding restr ct ring of the Company s bmitted to and passed at the shareholders general meeting in accordance with these Articles of Association.~~	

N	f a t	Aft a t	R a f a t
	The term "controlling shareholder" mentioned in this Article refers to a person who satisfies any one of the following conditions: (1) He, acting individ ally or in concert with others, may elect more than half of the directors; (2) He, acting individ ally or in concert with others, may exercise or control the exercise of more than 30% of the Company's voting rights; (3) He, acting individ ally or in concert with others, holds more than 30% of the iss ed and o tstanding shares of the Company; (4) He, acting individ ally or in concert with others, act ally controls the Company in other ways.	~~The term "controlling shareholder" mentioned in this Article refers to a person who satisfies any one of the following conditions:~~ ~~(1) He, acting individ ally or in concert with others, may elect more than half of the directors;~~ ~~(2) He, acting individ ally or in concert with others, may exercise or control the exercise of more than 30% of the Company's voting rights;~~ ~~(3) He, acting individ ally or in concert with others, holds more than 30% of the iss ed and o tstanding shares of the Company;~~ ~~(4) He, acting individ ally or in concert with others, act ally controls the Company in other ways.~~	

N	f a t	Aft a t	R a f a t
31	CHAPTER 8 GENERAL MEETING	CHAPTER ~~8~~_ GENERAL MEETING	/
32	Article 63 The general meeting shall exercise the following f nctions and powers: (1) Decide the operational policy and investment plan of the Company; (2) Elect and replace directors and s pervisors who are not staff representatives. Make decisions on matters in relation to the rem neration of the relevant directors and s pervisors; (3) Review and approve the reports of the Board; (4) Review and approve the reports of the S pervisory Committee; (5) Review and approve the ann al financial b dgets and final acco nting of the Company; (6) Review and approve the profit distrib tion plan and loss compensation plan of the Company; (7) Pass resol tions on increasing or red cing the registered capital of the Company; (8) Pass resol tions on merger, division, winding p, liq idation or changing the form of the Company; (9) Pass resol tions on the iss ance of corporate bonds or other sec rities and listing plan; (10) Pass resol tions on the appointment, reappointment or dismissal of acco nting firms by the Company; (11) Amend these Articles of Association;	Article ~~63~~__ The general meeting shall exercise the following f nctions and powers: ~~(1) Decide the operational policy and investment plan of the Company;~~ (~~2~~_) Elect and replace directors and s pervisors who are not staff representatives. Make decisions on matters in relation to the rem neration of the relevant directors and s pervisors; (~~3~~_) Review and approve the reports of the Board; (~~4~~_) Review and approve the reports of the S pervisory Committee; ~~(5) Review and approve the ann al financial b dgets and final acco nting of the Company;~~ (~~6~~_) Review and approve the profit distrib tion plan and loss compensation plan of the Company; (~~7~~_) Pass resol tions on increasing or red cing the registered capital of the Company; (~~8~~_) Pass resol tions on merger, division, winding p, liq idation or changing the form of the Company; (~~9~~_) Pass resol tions on the iss ance of corporate bonds or other sec rities and listing plan; (~~10~~_) Pass resol tions on the appointment, reappointment or dismissal of acco nting firms by the Company; (~~11~~_) Amend these Articles of Association;	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
	(12) Review and approve the external g arantee iss es which shall be reviewed at the general meeting as prescribed in Article 64 of these Articles of Association; (13) Review p rchases and sales of significant assets within a year exceeding 30% of the latest a dited total assets of the Company; (14) Review and approve the changes of se of proceeds; (15) Review share incentive plans; (16) Review proposals of the shareholders who represent 3% or more of the Company's voting shares; (17) Review other matters to be resolved at the general meeting as req ired by the law, administrative reg lations, department reg lations, listing r les of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by these Articles of Association. In the absence of violation of the mandatory provisions nder the relevant law, reg lations, normative doc ments and listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, the general meeting may a thorize or entr st the Board to deal with matters so a thorized or entr sted.	(1_~~2~~) Review and approve the external g arantee iss es which shall be reviewed at the general meeting as prescribed in Article ~~64~~__ of these Articles of Association; (1_~~3~~) Review p rchases and sales of significant assets within a year exceeding 30% of the latest a dited total assets of the Company; (1_~~4~~) Review and approve the changes of se of proceeds; (1_~~5~~) Review share incentive plans; (1_~~6~~) Review proposals of the shareholders who represent ~~3~~_% or more of the Company's voting shares; (1_~~7~~) Review other matters to be resolved at the general meeting as req ired by the law, administrative reg lations, department reg lations, listing r les of the stock exchange of the place(s) in which the shares of the Company are listed or as prescribed by these Articles of Association. In the absence of violation of the mandatory provisions nder the relevant law, reg lations, normative doc ments and listing r les of the stock exchange of the place(s) in which the shares of the Company are listed, the general meeting may a thorize or entr st the Board to deal with matters so a thorized or entr sted.	

N	f a t	Aft a t	R a f a t
34	Article 71 Shareholders holding more than 10% of shares (individ ally or collectively with others) shall be entitled to req est to convene an extraordinary general meeting or class meeting according to the following proced res: (1) Upon signing one or several written req ests with the same content and format, and stating the s bject of the meeting, the aforesaid shareholders may req est the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the req irements of law, administrative reg lations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days pon receipt of the proposal. Shares held by the above shareholders shall be calc lated as at the date of s bmitting the written req est. (2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall iss e a notice of convening the general meeting within 5 days pon being resolved by the Board. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.	Article ~~71~~__ Shareholders holding more than 10% of shares (individ ally or collectively with others) shall be entitled to req est to convene an extraordinary general meeting ~~or class meeting~~ according to the following proced res: (1) Upon signing one or several written req ests with the same content and format, and stating the s bject of the meeting, the aforesaid shareholders may req est the Board to convene an extraordinary general meeting ~~or class meeting~~. The Board shall, in accordance with the req irements of law, administrative reg lations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting ~~or class meeting~~ within 10 days pon receipt of the proposal. Shares held by the above shareholders shall be calc lated as at the date of s bmitting the written req est. (2) If the Board agrees to convene an extraordinary general meeting ~~or class meeting~~, it shall iss e a notice of convening the general meeting within 5 days pon being resolved by the Board. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.	The amendment was made in accordance with the G idelines oniss78588oE237f

N	f a t	Aft a t	R a f a t
	(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days pon receipt of the proposal, shareholders individ ally or collectively holding more than 10% of the shares of the Company are entitled to req est the S pervisory Committee in writing to convene an extraordinary general meeting or class meeting. (4) If the S pervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall iss e a notice of convening the general meeting within 5 days pon receipt of the proposal. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders. (5) If the S pervisory Committee does not iss e the notice of general meeting within the prescribed period, it shall be deemed as the S pervisory Committee not convening and not holding the general meeting. Then the shareholders who individ ally or collectively hold more than 10% of the shares for more than 90 consec tive days are entitled to convene and hold the meeting by themselves. Before making an anno ncement on the resol tion(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder iss es the notice of general meeting and the anno ncement on the resol tion(s) of the general meeting, they shall s bmit the relevant proof materials to the sec rities reg latory a thority and relevant stock exchange where the Company is located.	(3) If the Board disagrees to convene the extraordinary general meeting~~ or class meeting~~, or does not reply within 10 days pon receipt of the proposal, shareholders individ ally or collectively holding more than 10% of the shares of the Company are entitled to req est the S pervisory Committee in writing to convene an extraordinary general meeting or class meeting. (4) If the S pervisory Committee agrees to convene the extraordinary general meeting~~ or class meeting~~, it shall iss e a notice of convening the general meeting within 5 days pon receipt of the proposal. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders. (5) If the S pervisory Committee does not iss e the notice of general meeting within the prescribed period, it shall be deemed as the S pervisory Committee not convening and not holding the general meeting. Then the shareholders who individ ally or collectively hold more than 10% of the shares for more than 90 consec tive days are entitled to convene and hold the meeting by themselves. Before making an anno ncement on the resol tion(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder iss es the notice of general meeting and the anno ncement on the resol tion(s) of the general meeting, they shall s bmit the relevant proof materials to the sec rities reg latory a thority and relevant stock exchange where the Company is located.	

N	f a t	Aft a t	R a f a t
36	Article 75 Where an ann al general		

N	f a t	Aft a t	R a f a t
37	Article 79 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a bwoAida ddresseda to shareholder-7885.1atr-7885.1hisr-7885.1regisfteeda ddress. the of orbyonnthe or ether byhagey whrea the or-320.57complianice osn ofthe of		

eetinggeneral a

N	f a t	Aft a t	R a f a t
38	Article 82 All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, reg lations and these Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf. S ch proxies may exercise the following rights as entr sted by the shareholder: (1) The shareholder's right to speak at the general meeting; (2) The right to demand by himself or jointly with others in voting by way of poll; (3) Unless otherwise provided in the applicable listing r les or other sec rities laws and reg lations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, s ch proxies may only exercise their voting rights by poll.	Article ~~82~~__ All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, reg lations and these Articles of Association. Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf. S ch proxies may exercise the following rights as entr sted by the shareholder: (1) The shareholder's right to speak at the general meeting; (2) The right to demand by himself or jointly with others in voting by way of poll; (3) Unless otherwise provided in the applicable listing r les or other sec rities laws and reg lations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, s ch proxies may only exercise their voting rights by poll.	Certain contents of this article were deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
	If a shareholder is a recognized clearing ho se or its agent within the meaning of the relevant reg lations imposed in Hong Kong from time to time, he may a thorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders.		

N	f a t	Aft a t	R a f a t
39	Article 85 The instr ment appointing a voting proxy shall be placed at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting 24 ho rs prior to convening of the meeting at which the proxy is a thorized to vote or 24 ho rs prior to the designated time of voting. Where the instr ment is signed by another person a thorized by the principal, the a thorization letter or other doc ments a thorizing the signatory shall be notarized. The notarized a thorized letter or other a thorized doc ments shall be placed together with the instr ment appointing the voting proxy at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting. Where the principal is a legal person, its stat tory representative or the person a thorized by resol tion of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of s ch legal person.	Article ~~85~~ __ ~~The instr ment appointing a voting proxy shall be placed at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting 24 ho rs prior to convening of the meeting at which the proxy is a thorized to vote or 24 ho rs prior to the designated time of voting.~~ Where the instr ment is signed by another person a thorized by the principal, the a thorization letter or other doc ments a thorizing the signatory shall be notarized. The notarized a thorized letter or other a thorized doc ments shall be placed together with the instr ment appointing the voting proxy at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting. Where the principal is a legal person, its stat tory representative or the person a thorized by resol tion of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of s ch legal person.	The relevant content of this article was deleted as the Mandatory Provisions was abolished
40	Article 86 Any form iss ed by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instr ct their proxies to cast vote in favo r of or against each resol tion and enable the shareholders to give separate instr ctions on each matter to be voted on at the meeting. The proxy form shall state that if the shareholder does not give specific instr ctions, the proxy shall vote at his/her/its own discretion.	Article ~~86~~ __ ~~Any form iss ed by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instr ct their proxies to cast vote in favo r of or against each resol tion and enable the shareholders to give separate instr ctions on each matter to be voted on at the meeting.~~ The proxy form shall state that if the shareholder does not give specific instr ctions, the proxy shall vote at his/her/its own discretion.	The relevant content of this article was deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
41	Article 91 The general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is nable to discharge or fails to discharge his/her d ties, the meeting shall be convened and presided over by the vice chairman of the Board (if there are two or more vice chairmen, the one elected by more than one half of the directors shall preside over the meeting). Where the position of vice chairman does not exist, or where the vice chairman of the Board is nable to discharge or fails to discharge his/her d ties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designate a director to convene and preside over the meeting, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are nable to elect a chairman, the attending shareholder holding the largest n mber of voting shares (whether in person or by proxy) shall preside over the meeting. If a general meeting is convened by the S pervisory Committee, the chairman of the S pervisory Committee shall preside over the meeting. If the chairman of the S pervisory Committee is nable to fails discharge his/her d ties, more than one half of the s pervisors shall nominate a s pervisor to preside over the meeting. ……	Article ~~91~~ The general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is nable to discharge or fails to discharge his/her d ties, the meeting shall be convened and presided over by the vice chairman of the Board (if there are two or more vice chairmen, the one elected by ~~more than one half~~ **a aj t** of the directors shall preside over the meeting). Where the position of vice chairman does not exist, or where the vice chairman of the Board is nable to discharge or fails to discharge his/her d ties, ~~more than~~	

N	f a t	Aft a t	R a f a t
42	Article 102 to Article 103:	/	These articles were deleted as the Mandatory Provisions was abolished
43	Article 104 The following matters shall be passed by way of ordinary resol tions at a general meeting: (1) Work reports of the Board and the S pervisory Committee; (2) Profit distrib tion plan and loss compensation plan form lated by the Board; (3) The appointment and removal of non-employee representative s pervisors among members of the Board and members of the S pervisory Committee; (4) The rem neration and method of payment of members of the Board and members of the S pervisory Committee; (5) Ann al b dgets and final acco nts of the Company; (6) Ann al report of the Company; (7) Matters other than those req iring the approval by way of special resol tions in accordance with the laws, administrative reg lations, listing r les of the stock exchange(s) of the place(s) in which the shares of the Company are listed or these Articles of Association.	Article ~~104~~__ The following matters shall be passed by way of ordinary resol tions at a general meeting: (1) Work reports of the Board and the S pervisory Committee; (2) Profit distrib tion plan and loss compensation plan form lated by the Board; (3) The appointment and removal of non-employee representative s pervisors among members of the Board and members of the S pervisory Committee; (4) The rem neration and method of payment of members of the Board and members of the S pervisory Committee; ~~(5) Ann al b dgets and final acco nts of the Company;~~ (~~6~~_) Ann al report of the Company; (~~7~~_) Matters other than those req iring the approval by way of special resol tions in accordance with the laws, administrative reg lations, listing r les of the stock exchange(s) of the place(s) in which the shares of the Company are listed or these Articles of Association.	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
44	Article 105 The following matters shall be passed by way of special resol tions at a general meeting: (1) Increase or red ction in the registered capital and iss e of any kinds of shares, warrants and other similar sec rities by the Company; (2) Iss e of corporate bonds; (3) Division, merger, dissol tion and liq idation of the Company or change of form of incorporation of the Company; (4) Amendment to these Articles of Association; (5) Acq isition and disposal of material assets within one year by the Company and events that involve a g arantee amo nt exceeding 30% of the latest a dited total assets of the Company; (6) Eq ity incentive plan; (7) Other matters req ired by the laws, administrative reg lations, listing r les of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resol tions and deemed to be of significant impact to the Company and thereby req ired to be passed by way of special resol tions.	Article ~~105~~__ The following matters shall be passed by way of special resol tions at a general meeting: (1) Increase or red ction in the registered capital ~~and iss e of any kinds of shares, warrants and other similar sec rities~~ by the Company; ~~(2) Iss e of corporate bonds;~~ (~~3~~_) Division, merger, dissol tion and liq idation of the Company or change of form of incorporation of the Company; (~~4~~_) Amendment to these Articles of Association; (~~5~~_) Acq isition and disposal of material assets within one year by the Company and events that involve a g arantee amo nt exceeding 30% of the latest a dited total assets of the Company; (~~6~~_) Eq ity incentive plan; (~~7~~_) Other matters req ired by the laws, administrative reg lations,	

N	f a t	Aft a t	R a f a t
		meeting shall a u c ta a u t f t t ac p p a a a u c w t a p p a pa acc t t t u t ~~be held responsible for deciding whether or not a resol tion of the general meeting has been passed according to the voting res lts. His decision shall be final and shall be~~ anno nced at the meeting and t u t f t ut a recorded in the min tes of meeting.	The amendment was made in accordance with the G idelines on Articles of Association Article 106 The chairman of t meeting shall be held responsible f deciding whether or not a resol ti of the general meeting has be passed according to the voting res l His decision shall be final and shall anno nced at the meeting a recorded in the min tes of meeting
46	CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS Article 110 to Article 117:	/	This chapter was deleted in accordance with the G idelines on Articles of Association as the Mandatory Provisions was abolished
47	CHAPTER 10 BOARD OF DIRECTORS	CHAPTER ~~10~~ BOARD OF DIRECTORS	/
48	Article 120 The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day pon the iss e of the notice for convening the shareholder's meeting for this p rpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.	Article ~~120~~ ~~The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day pon the iss e of the notice for convening the shareholder's meeting for this p rpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.~~	The amendment was made in accordance with the relevant provisions of the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited

N	f a t	Aft a t	R a f a t
	S bject to compliance with relevant laws, reg lations and the Listing R les, a director can be removed by way of an ordinary resol tion passed on a general meeting before the expiry of his term of office. S ch removal does not prej dice the director's claim for damages p rs ant to any contract.	S bject to compliance with relevant laws, reg lations and the Listing R les, a director can be removed by way of an ordinary resol tion passed on a general meeting before the expiry of his term of office. S ch removal does not prej dice the director's claim for damages p rs ant to any contract.	
49	Article 126 …… Unless otherwise provided in this section, the relevant provisions set o t in Chapter 15 of these Articles of Association shall apply to the q alifications and obligations of independent non-exec tive directors. An independent non-exec tive director shall satisfy the following basic conditions: ……	Article 1~~26~~__ …… Unless otherwise provided in this section, the relevant provisions set o t in Chapter 1~~5~~_ of these Articles of Association shall apply to the q alifications and obligations of independent non-exec tive directors. An independent non-exec tive director shall satisfy the following basic conditions: ……	/
50	Article 128 An independent non-exec tive director shall have the same term of office as that of other directors of the Company, and pon expiry, may be re-elected for a consec tive term of no more than 6 years. ……	Article 1~~28~~__ An independent non-exec tive director shall have the same term of office as that of other directors of the Company, and pon expiry, may be re-elected for a consec tive term ~~of no more than 6 years~~ **acc a c w t t a t qu t f aw a t at u at pa t ta u at cu t a t cu t u at aut t f t p ac w t a f t C pa a t** . ……	/

No.	Before	After	Reason for the change
51	Article 133 The Board exercises the following functions and powers: (1) to be responsible for convening general meetings and reporting its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans; (4) to formulate the annual financial budgets and final accounts of the Company; (5) to formulate the Company's profit distribution plans and plans on making up losses; (6) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and procure any listing thereof; (7) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company; (8) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company; (9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions and others;	Article 133 The Board exercises the following functions and powers: (1) to be responsible for convening general meetings and reporting its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans; ~~(4) to formulate the annual financial budgets and final accounts of the Company;~~ (~~5~~) to formulate the Company's profit distribution plans and plans on making up losses; (~~6~~) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and procure any listing thereof; (~~7~~) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company; (~~8~~) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company; (~~9~~) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions **at** and others;	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
	(10) to decide on the establishment of internal management organizations of the Company; (11) to determine the establishment of the special committees nder the Board, appoint or dismiss the chairman (convener) of s ch committees; (12) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management incl ding the standing dep ty general managers, the dep ty general managers and the chief financial officer of the Company in accordance with the nominations made by general manager, and to decide on their rem nerations; (13) to form late the basic management system of the Company; (14) to form late proposals to amend these Articles of Association; (15) to form late the incentive stock option plan of the Company; (16) to manage information disclos re of the Company; (17) to propose to the general meeting the appointment or replacement of the acco nting firms which provide a diting service to the Company; (18) to listen to work reports of the general manager of the Company and review the work of the general manager;	(~~10~~) to decide on the establishment	

N	f a t	Aft a t	R a f a t

N	f a t	Aft a t	R a f a t
	Sho ld the foregoing exercise of s ch f nctions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing r les of the stock exchange(s) of the place(s) where the Company's shares are listed, s ch shall be s bmitted to the general meeting for consideration and review. Except for the Board resol tions in respect of the matters specified in paragraphs (6), (7) and (14) which shall be passed by more than two-thirds of the directors, the Board resol tions in respect of all other matters set o t in the preceding paragraphs may be passed by more than one half of the directors. The Board shall provide explanation to the general meeting with respect to the a dit report of a non-standard opinion, iss ed by a certified p blic acco ntant, regarding the Company's financial statements.	Sho ld the foregoing exercise of s ch f nctions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a general meeting according to the listing r les of the stock exchange(s) of the place(s) where the Company's shares are listed, s ch shall be s bmitted to the general meeting for consideration and review. Except for the Board resol tions in respect of the matters specified in paragraphs (_) (6), ~~(7)~~ and (1_~~4~~) which shall be passed by more than two- thirds of the directors, the Board resol tions in respect of all other matters set o t in the preceding paragraphs may be passed by more than one half of the directors. The Board shall provide explanation to the general meeting with respect to the a dit report of a non-standard opinion, iss ed by a certified p blic acco ntant, regarding the Company's financial statements.	

N	f a t	Aft a t	R a f a t
52	Article 135 The Board shall establish the A dit Committee, the Rem neration and Appraisal Committee and the Nomination Committee, and may establish other special committees incl ding the Strategic Committee, to advise and cons lt with the Board on major decisions. A dit Committee shall comprise at least 3 members and all of whom shall be non-exec tive directors, among whom, one member shall be an independent non-exec tive director possessing proper q alification in compliance with the relevant req irements of the Listing R les or appropriate acco nting expertise or related financial management expertise. The independent non-exec tive directors shall form a majority in the members of the A dit Committee. The person who serves as the chairman of the Committee shall be an independent non-exec tive director. The independent non-exec tive directors shall form a majority in the members of the Rem neration and Appraisal Committee, and the chairman thereof shall be an independent non-exec tive director.	Article 1~~35~~__ The Board shall	

N	f a t	Aft a t	R a f a t
53	Article 136 When the Board is disposing of fixed assets and sho ld the s m of the expected val e of the fixed assets proposed for disposal by the Board and the val e derived for the fixed assets that were disposed of within 4 months prior to s ch proposed disposal exceed 33% of the fixed assets val e set o t in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of s ch fixed assets witho t s ch prior approval by the general meeting.	/	This article was deleted as the Mandatory Provisions was abolished
54	Article 137 ..... The vice chairman shall assist the chairman of the Board in work. Sho ld the chairman be nable to or fail to carry o t his d ties, the vice chairman shall carry o t the d ties of the chairman (and if the Company has two or more vice chairmen, the vice chairman nominated by more than one half of the directors shall carry o t the d ties of the chairman). Where the position of vice chairman does not exist, or where the vice chairman is nable to or fails to carry o t his d ties, more than one half of the directors shall jointly nominate a director to carry o t s ch d ties.	Article 137	

N	f a t	Aft a t	R a f a t
55	Article 138 The Board meetings shall incl de reg lar meetings and extraordinary meetings. Reg lar meetings of the Board of directors shall be held at least 4 times a year. S ch meetings shall be convened by the chairman of the Board. Notice of and doc ments for meetings shall be delivered to all directors and s pervisors 14 days before the meeting is held. Reg lar meetings of the Board shall not incl de the obtaining s ch approval from the Board by means of circ lation of written resol tions. The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the S pervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days pon receipt of the proposal, and shall give written notice to all directors and s pervisors 5 days before the meeting is held.	Article 1~~38~~__ The Board meetings shall incl de reg lar meetings and extraordinary meetings. Reg lar meetings of the Board of directors shall be held at least 4 times a year. S ch meetings shall be convened by the chairman of the Board. Notice of and doc ments for meetings shall be delivered to all directors and s pervisors 14 days before the meeting is held. Reg lar meetings of the Board shall not incl de the obtaining s ch approval from the Board by means of circ lation of written resol tions. The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the S pervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within ~~10~~_ days pon receipt of the proposal, and shall give written notice to all directors and s pervisors ~~5~~_ days before the meeting is held.	The amendment was made in accordance with the G idelines on Articles of Association
56	Article 139 The notice of Board meetings may be delivered in the manner(s) as set o t in Article 240 of these Articles of Association.	Article 1~~39~~__ The notice of Board meetings may be delivered in the manner(s) as set o t in Article ~~240~~___ of these Articles of Association.	/

N	f a t	Aft a t	R a f a t
57	Article 168 A s pervisor shall faithf lly perform his or her s pervisory d ties in accordance with the provisions of laws, administrative reg lations and these Articles of Association.	Article 1~~68~~ A s pervisor shall ~~faithf lly perform his or her s pervisory d ties in accordance with the provisions of~~ laws, administrative reg lations and these Articles of Association. **a u t ut f a t a c t t C pa a tak a u t a a c f ct f t t w t t C pa a t acc pt a u u f t tak a a ta f p w a p t a a c t a a ca a p ct f a a a t t t t f t C pa t p f a c f t ut**	The amendment was made in accordance with the G idelines on Articles of Association and the Company Law
58	Article 170 The S pervisory Committee shall be composed of five s pervisors, one of whom shall be the chairman of the S pervisory Committee. The appointment and dismissal of the chairman of the S pervisory Committee shall be passed by more than two-thirds of its members.	Article 1~~70~~ The S pervisory Committee shall be composed of five s pervisors, one of whom shall be the chairman of the S pervisory Committee. The appointment and dismissal of the chairman of the S pervisory Committee shall be passed by ~~more than two-thirds~~ **t a a f** of its members.	The amendment was made in accordance with the G idelines on Articles of Association
59	Article 173 The meeting of the S pervisory Committee shall be held at least once every six months, which shall be convened and presided over by the chairman of the S pervisory Committee. A s pervisor may propose to convene an extraordinary meeting of the S pervisory Committee. Where the chairman of the S pervisory Committee is incapable of performing or fails to perform his d ties, a s pervisor elected by not less than half of the s pervisors shall convene and preside over the meeting of the S pervisory Committee.	Article 1~~73~~ The meeting of the S pervisory Committee shall be held at least once every six months, which shall be convened and presided over by the chairman of the S pervisory Committee. A s pervisor may propose to convene an extraordinary meeting of the S pervisory Committee. Where the chairman of the S pervisory Committee is incapable of performing or fails to perform his d ties, a s pervisor elected by ~~not less~~ than half of the s pervisors shall convene and preside over the meeting of the S pervisory Committee.	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
60	Article 175..... Resol tions at the meeting of the S pervisory Committee shall be passed by more than two-thirds of the s pervisors' votes.	Article 1~~75~~ ..... Resol tions at the meeting of the S pervisory Committee shall be passed by ~~more than two-thirds~~ **t a a f** of the s pervisors' votes.	The amendment was made in accordance with the G idelines on Articles of Association
61	Article 179 A person may not serve as a director, s pervisor or senior management of the Company if any of the following occasions occ r: (1) A person witho t capacity or with restricted capacity for civil acts; (2) A person who has committed an offence of corr ption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized beca se of committing s ch offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed pon the completion of implementation of s ch p nishment or deprivation; (3) A person who is a former director, factory manager or general manager of a company or enterprise which has ndergone bankr ptcy and he is personally liable for the bankr ptcy of s ch company or enterprise, where less than 3 years have elapsed pon the completion of the insolvency and liq idation of the company or enterprise; (4) A person who is a former legal representative of a company or enterprise which its b siness license revoked d e to a violation of the law and who inc rred personal liability, where less than 3 years has elapsed pon the revocation of the b siness license;	Article 1~~79~~ A person may not serve as a director, s pervisor or senior management of the Company if any of the following occasions occ r: (1) A person witho t capacity or with restricted capacity for civil acts; (2) A person who has committed an offence of corr ption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized beca se of committing s ch offence; or who has been deprived of his political rights, in each case where less than 5 years ~~have elapsed pon the completion of implementation of s ch p nishment or deprivation~~ **, w a a p at w t t a tw a a ap c t p at f t p f p at** ; (3) A person who is a former director, factory manager or general manager of a company or enterprise which has ndergone bankr ptcy and he is personally liable for the bankr ptcy of s ch company or enterprise, where less than 3 years have elapsed pon the completion of the insolvency and liq idation of the company or enterprise; (4) A person who is a former legal representative of a company or enterprise which its b siness license revoked d e to a violation of the law and who inc rred personal liability, where less than 3 years has elapsed pon the revocation of the b siness license **a t c** ;	The amendment was made in accordance with the G idelines on Articles of Association and the Company Law

N	f a t	Aft a t	R a f a t
	(5) A person who bears a relatively large amo nt of debts d e and o tstanding;		

N	f a t	Aft a t	R a f a t
	(11) Other circ mstances stip lated by laws, administrative reg lations or departmental r les and reg lations or r les of sec rities reg lators and stock exchange(s) in the place(s) where the shares of the Company are listed. The breach of the foregoing provisions regarding the election of directors and s pervisors, or the appointment of the senior management shall render s ch election or appointment n ll and void. Sho ld the occasion(s) set forth in the foregoing provisions occ r d ring a ten re of a director, s pervisor or member of the senior management, the Company shall relieve s ch person from his/her d ties.	(~~11~~_) Other circ mstances stip lated by laws, administrative reg lations or departmental r les and reg lations or r les of sec rities reg lators and stock exchange(s) in the place(s) where the shares of the Company are listed. The breach of the foregoing provisions regarding the election of directors and s pervisors, or the appointment of the senior management shall render s ch election or appointment n ll and void. Sho ld the occasion(s) set forth in the foregoing provisions occ r d ring a ten re of a director, s pervisor or member of the senior management, the Company shall relieve s ch person from his/her d ties.	
62	Article 180 to Article 184, Article 186 to Article 193, Article 195, and Article 196:	/	These articles were deleted in accordance with the G idelines on Articles of Association

N	f a t	Aft a t	R a f a t
63	/	A t c ct up a a a t a a t ut f a t t t C pa a tak a u t a c f ct tw t w t t a t t t f t c pa a a t tak a a ta f p t t k p p t t ct up a a a t a t a t act t w ( ) c ac t C pa ' p p t app p at t C pa ' fu , ( ) p w a a t p ' a a a k acc u t f t pu p f p t a f t C pa ' fu , ( ) tak a a ta f ff c a fu ct a p w t acc pt t a a , ( ) acc pt c a f t a act w t t C pa a app p at t f f , ( ) c t C pa ' c f t a f at w t ut aut zat , ( ) t act t at at t ut f a t t t C pa	This article was added in accordance with the G idelines on Articles of Association and the Company Law

N	f a t	Aft a t	R a f a t
		ct up a a a t w ct ct t t c t act t a act w t t C pa a p t t t a t a t att at t t t c t act t a act w c a app ut f t a t a t acc a c w t t p f t A t c f A c at p f t p c pa a ap a app t t c at f ct up a a a t t p ct ct c t ct up a a a t t c at a at p w a t a c at at w t ct up a a a t w t t t c t act t a act w t t C pa ct up a a a t a t tak a a ta f p t t k u pp tu t t t C pa f f f t w a f t f w c cu ta c a c u ( ) a p t t t a t a t f a a ta app a a ut f t a t a t acc a c w t t p f t A t c f A c at ( ) t C pa a t tak a a ta f t u pp tu t acc a c w t t p f aw a t at u at t A t c f A c at	

N	f a t	Aft a t	R a f a t
		A ct up a a t w a t p t t t a t a t a a t ta app a a ut f t a t a t acc a c w t t p f t A t c f A c at a t p at t a k f u a t C pa f f f f t a ta ct at f t A t c a t t C pa , w a ct cau a a a t t C pa uc ct a a u c p at a t p t - cut ct a p f t p t acc a c w t aw a t at u at a pa t ta u	

N	f a t	Aft a t	R a f a t
64	/	A t c D ct a a a t a a aw a t at u at a t A t c f A c at c t a a ca a p ct f a a a t t t t f t C pa t p f a c f t ut a p f t f w ut f c :	

N	f a t	Aft a t	R a f a t
		( ) t ut f c a p c aw a t at u at pa t t u a t A t c f A c at f ct up a a a t ca t ua a t t aut t c t accu ac a c p t f t c t t f cu t ua c cu t a p c p t a w t t c t t t a p t p a tat t a w tt c f at p a t C pa a c t f t C pa c t t c t ct up a a a t a ct app f c u	
65	Article 201 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an ann al general meeting to be convened. Each shareholder of the Company shall have the right to		

N	f a t	Aft a t	R a f a t
	At least 21 days before the ann al general meeting is convened, and in any event no more than fo r months from the end of the relevant year, the Company shall deliver the foregoing reports to each holder of overseas-listed foreign shares by postage-paid mail or other means (incl ding thro gh posting at the Company website or other websites as designated by the relevant stock exchange or sent by electronic means) permitted by the laws and reg lations or listing r les of the stock exchange(s) in the place(s) in which the shares are listed, at the recipient's address as registered in the shareholders register. The Company shall also send interim financial reports to each holder of overseas-listed foreign shares for the first six months of each fiscal year. The time of delivery shall be three months pon the completion of s ch six-month period.		
66	Article 206 The common capital reserve shall incl de the following f nds: (1) the premi ms obtained from the iss e of shares in excess of the par; (2) s ch other reven e req ired to be incl ded in the capital common reserve by the State Co ncil's competent department in charge of finance.	/	This article was deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
67	Article 208 The reserve of the Company is sed to make p for the Company's losses, expand the prod ction operation of the Company or increase the Company's capital. However, capital reserve shall not be sed to make p for the Company's losses. When stat tory common reserve is converted into capital, the remaining balance of s ch reserve shall not be less than 25% of the registered capital of the Company before the conversion.	Article ~~208~~ The reserve of the Company is sed to make p for the Company's losses, expand the prod ction operation of the Company or increase the Company's capital. ~~However, capital reserve shall not be sed to make p for the Company's losses.~~ **f t C pa ' a t a up t c t a c a tatut c a u p t f t t ca t a up t C pa a app t cap ta acc a c w t t u at** When stat tory common reserve is converted into capital, the remaining balance of s ch reserve shall not be less than 25% of the registered capital of the Company before the conversion.	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
68	Article 211 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distrib ted and other f nds payable in respect of overseas listed foreign shares. The receiving agent appointed by the Company shall meet the req irements of the laws of the place(s) of s ch listing, or the relevant provisions of the stock exchange(s) of s ch listing. The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a tr st company registered p rs ant to the Tr stee Ordinance of Hong Kong. S bject to complying with the relevant PRC laws and reg lations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit nclaimed dividends, b t s ch right shall not be exercised ntil and pon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distrib ted.	Article ~~211~~___ The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distrib ted and other f nds payable in respect of overseas listed foreign shares. The receiving agent appointed by the Company shall meet the req irements of the laws of the place(s) of s ch listing, or the relevant provisions of the stock exchange(s) of s ch listing. The receiving agent appointed by the	

N	f a t	Aft a t	R a f a t
	The Company has the right to cease delivering s ch dividend warrants by post to holders of overseas-listed foreign shares, provided that s ch power shall not be exercised ntil and s ch dividend warrants have been so left ncashed on two consec tive occasions. However, s ch power may also be exercised by the Company sho ld s ch warrant be ndelivered and ret rned for the first attempt of delivery. In the event of exercising the right to iss e warrants to holders, no new warrants shall be iss ed to replace the lost ones nless the Company confirms, witho t any reasonable do bts, that the original warrants have been destroyed. The Company has the right to sell the shares of a holder of the overseas-listed foreign shares where s ch holder cannot be contacted in s ch manner deemed to be appropriate by the Board b t the Company m st observe the following conditions: (1) d ring a period of twelve years, there have been at least three distrib tion of s ch dividends in respect of the shares in q estion and no dividend d ring that period has been claimed; (2) pon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an anno ncement p blished in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of s ch listing of s ch shares of s ch intention.	~~The Company has the right to cease delivering s ch dividend warrants by post to holders of overseas-listed foreign shares, provided that s ch power shall not be exercised ntil and s ch dividend warrants have been so left ncashed on two consec tive occasions. However, s ch power may also be exercised by the Company sho ld s ch warrant be ndelivered and ret rned for the first attempt of delivery.~~ ~~In the event of exercising the right to iss e warrants to holders, no new warrants shall be iss ed to replace the lost ones nless the Company confirms, witho t any reasonable do bts, that the original warrants have been destroyed.~~ ~~The Company has the right to sell the shares of a holder of the overseas-listed foreign shares where s ch holder cannot be contacted in s ch manner deemed to be appropriate by the Board b t the Company m st observe the following conditions:~~ ~~(1) d ring a period of twelve years, there have been at least three distrib tion of s ch dividends in respect of the shares in q estion and no dividend d ring that period has been claimed;~~ ~~(2) pon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an anno ncement p blished in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of s ch listing of s ch shares of s ch intention.~~	

N	f a t	Aft a t	R a f a t
69	/	**A t c C pa a p t a t a au t t a app t fu -t au t t ca ut t a au t a up f t C pa ' c a p a c c act t** **C pa ' t a au t t a t p t f t au t a ca ut aft ta app a f t a p c a f t au t pa t t a acc u ta a p t t t a**	This article was added in accordance with the G idelines on Articles of Association
70	CHAPTER 17 APPOINTMENT OF AN ACCOUNTING FIRM Article 214 The Company shall engage an independent acco nting firm that complies with the relevant provisions of the State to a dit the ann al reports and other financial reports of the Company. The first acco nting firm of the Company may be appointed by the ina g ral meeting prior to the first ann al general meeting. The appointment period of s ch acco nting firm shall end pon the concl sion of the first ann al general meeting. Sho ld the Company's ina g ral meeting fail to exercise its f nctions and power nder the preceding paragraph, the Board shall exercise s ch f nctions and power.	CHAPTER 1~~7~~_ APPOINTMENT OF AN ACCOUNTING FIRM Article ~~214~~___ The Company shall engage an independent acco nting firm that complies with the relevant provisions of the State to a dit the ann al reports and other financial reports of the Company. ~~The first acco nting firm of the Company may be appointed by the ina g ral meeting prior to the first ann al general meeting. The appointment period of s ch acco nting firm shall end pon the concl sion of the first ann al general meeting.~~ ~~Sho ld the Company's ina g ral meeting fail to exercise its f nctions and power nder the preceding paragraph, the Board shall exercise s ch f nctions and power.~~ **app t t f a acc u t f a a a a t a acc u t f a app t t a p t t c f a t**	The amendment was made in accordance with the G idelines on Articles of Association

N	f a t	Aft a t	R a f a t
71	Article 216 An acco nting firm engaged by the Company shall be entitled to the following rights: (1) the right of access, at any time, to the acco nt books, records or vo chers of the Company and the right to req ire directors and other senior management of the Company to provide the relevant information and explanation; (2) the right to req ire the Company to take all reasonable meas res to obtain from its s bsidiaries the information and explanation necessary for the acco nting firm to perform its d ties; (3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the acco nting firm of the Company.	Article ~~216~~ ~~An acco nting firm engaged by the Company shall be entitled to the following rights:~~ ~~(1) the right of access, at any time, to the acco nt books, records or vo chers of the Company and the right to req ire directors and other senior management of the Company to provide the relevant information and explanation;~~ ~~(2) the right to req ire the Company to take all reasonable meas res to obtain from its s bsidiaries the information and explanation necessary for the acco nting firm to perform its d ties;~~ ~~(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the acco nting firm of the Company.~~ **C pa ua a t t p t u a c p t uc k f a c a a acc u t p t a t acc u t at a t t acc u t f a a a t fu t p c c a fa f at**	The amendment was made in accordance with the G idelines on Articles of Association as the Mandatory Provisions was abolished
72	Article 217 to Article 218, and Article 220:	/	These articles were deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
73	Article 219 The amo nt of rem neration of an acco nting firm or the manner in which the rem neration is determined shall be decided pon by the general meeting. The amo nt of rem neration of the acco nting firm appointed by the Board shall be decided by the Board.	Article ~~219~~___ The amo nt of rem neration of an acco nting firm or the manner in which the rem neration is determined shall be decided pon by the general meeting. ~~The amo nt of rem neration of the acco nting firm appointed by the Board shall be decided by the Board.~~	The amendment was made in accordance with the G idelines on Articles of Association

N	f a t	Aft a t	R a f a t
74	Article 221 Where the Company dismisses or no longer reappoint an acco nting firm,..... (1) The acco nting firm may resign from its position thro gh by placing the resignation notice in writing at the legal address of the Company. S ch notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall incl de the following statements: 1. in its opinions that its resignation does not involve any statement that sho ld be made to shareholders or creditors of the Company; or 2. any other s ch occasions that shall be presented. (2) Within 14 days pon the receipt of s ch notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent a thorities. Provided that the notice contains s ch statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of s ch statements at the company for inspection by shareholders. The Company shall also deliver d plicates of s ch foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, s bject to observing the applicable laws, reg lations and listing r les, the Company shall post s ch information at the company website or s ch site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.		
221 Article			

N	f a t	Aft a t	R a f a t
	(3) If the acco nting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the acco nting firm may req est the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the sit ation of its resignation.	~~(3) If the acco nting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the acco nting firm may req est the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the sit ation of its resignation.~~	
75	Article 222 The merger or division of the Company shall req ire the proposal p t forward by the Board. After s ch proposal has been passed in accordance with the proced res specified in the Articles of Association of the Company, the relevant examination and approval proced res regarding s ch proposal shall be carried o t according to laws. Shareholders that object to s ch proposal on the merger or division of the Company shall have the right to req ire the Company or shareholders who are in favor of s ch proposal on merger or division to p rchase their shares at a fair price. The contents of s ch resol tions approving the merger or division of the Company shall be compiled into a special doc ment for inspection by shareholders. For holders of overseas-listed foreign shares, the foregoing doc ments shall be served by post or in a manner permitted by the relevant laws, reg lations or listing r les of the stock exchange(s) of the place(s) where the shares of the Company are listed.	/	This article was deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
76	Article 223 The merger of a company may be effected by way of a merger or a new consolidation. As for a merger, both parties to the merger shall enter into an agreement of merger with each other and prepare the balance sheets and checklists of properties. The companies involved shall notify the creditors according to the Company Law, and shall make a p blic anno ncement on newspaper recognized by the stock exchange of the place(s) where the Company's shares are listed, and shall clear off its debts or provide corresponding g arantees as the creditors req est so. In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company pon the merger.	Article ~~223~~ The merger of a company may be effected by way of a merger or a new consolidation. As for a merger, both parties to the merger shall enter into an agreement of merger with each other and prepare the balance sheets and checklists of properties. The companies involved shall notify the creditors according to the Company Law, and shall make a p blic anno ncement on newspaper recognized by the stock exchange of the place(s) where the Company's shares are listed **Nat a t p C t f at u ct t**, and shall clear off its debts or provide corresponding g arantees as the creditors req est so. In the case of a merger, the respective creditors' rights and debts of all parties thereto the merger shall be inherited by the existing company, or the newly established company pon the merger.	The amendment was made in accordance with the Company Law
77	Article 224 As for the division of a company, the properties thereof shall be divided accordingly. As for the division of a company, the balance sheets and checklists of properties of the Company shall be prepared. The companies involved shall notify the creditors according to the provisions of the Company Law, and make a p blic anno ncement on newspaper recognized by the exchange of the place(s) where the Company's shares are listed. Debts owed by the Company prior to the division shall be jointly ass med by the existing companies pon the division, save as otherwise agreed by written agreement with the Company and the creditors prior to the division.	Article ~~224~~ As for the division of a company, the properties thereof shall be divided accordingly. As for the division of a company, the balance sheets and checklists of properties of the Company shall be prepared. The companies involved shall notify the creditors according to the provisions of the Company Law, and make a p blic anno ncement on newspaper recognized by the exchange of the place(s) where the Company's shares are listed **Nat a t p C t f at u ct t**. Debts owed by the Company prior to the division shall be jointly ass med by the existing companies pon the division, save as otherwise agreed by written agreement with the Company and the creditors prior to the division.	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
78	Article 226 The Company shall be dissolved and liq idated p rs ant to laws sho ld the Company be nder any of the following circ mstances: (1) Any of the ca ses for dissol tion as stip lated in these Articles of Association is present; (2) The general meeting revolves to dissolve it; (3) It is necessary to be dissolved d e to merger or division of the Company; (4) The Company is declared bankr pt according to laws for being nable to pay its d e debts; (5) Its b siness license is revoked or it is ordered to close down or to be dissolved according to laws; or (6) In the event that the Company has enco ntered serio s diffic lties in operation and management and that the interests of the shareholders of the Company are ca sed to s ffer from s bstantial loss d e to the contin ing existence of the Company while s ch iss e cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's co rt to dissolve the Company p rs ant to laws.	Article ~~226~~ The Company shall be dissolved and liq idated p rs ant to laws sho ld the Company be nder any of the following circ mstances: (1) **t f t p at p c f t A t c f A c at a p a t** ~~Any of the~~ ca ses for dissol tion as stip lated in these Articles of Association is present; (2) The general meeting revolves to dissolve it; (3) It is necessary to be dissolved d e to merger or division of the Company; ~~(4) The Company is declared bankr pt according to laws for being nable to pay its d e debts;~~ (~~5~~) Its b siness license is revoked or it is ordered to close down or to be dissolved according to laws; or (~~6~~) In the event that the Company has enco ntered serio s diffic lties in operation and management and that the interests of the shareholders of the Company are ca sed to s ffer from s bstantial loss d e to the contin ing existence of the Company while s ch iss e cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's co rt to dissolve the Company p rs ant to laws. **f t C pa a a cau f ut p c f t p c pa a ap t a pu c z t cau f ut t Nat a t p C t f at u c t t w t a**	The amendment was made in accordance with the G idelines on Articles of Association Company Law as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
79	Article 227 Where the Company is dissolved according to the provisions of Article 226 (1), (2), (5) or (6) of these Articles of Association, a liq idation team shall be formed within 15 days of the occ rrence of the ca ses of dissol tion, to carry o t liq idation. The liq idation team shall be composed of the directors or any other people as determined by the general meeting. Where no liq idation team is formed within the time limit, the creditors may file an application with the people's co rt to designate relevant persons to form a liq idation team to carry o t liq idation. Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people's co rt shall, in accordance with relevant laws, arrange for the shareholders, relevant a thorities and relevant professionals to establish a liq idation team to carry o t liq idation.	Article ~~227~~ ___ Where the Company is dissolved according to the provisions of Article ~~226~~ ___ (1), (2), ( ) **a** (5) ~~or (6)~~ of these Articles of Association, **t a qu at ct a t qu at f t C pa a** a liq idation team shall be formed within 15 days of the occ rrence of the ca ses of dissol tion, to carry o t liq idation. The liq idation team shall be composed of the directors or any other people as **t p a**)	

N	f a t	Aft a t	R a f a t
80	Article 228 If the Board decides that the Company shall be liq idated (except for s ch liq idation as a res lt of the Company's declared bankr ptcy), the notice of the general meeting convened for s ch p rpose shall incl de a statement to the effect that the Board has made f ll inq iry into the position of the Company and that the Board is of the opinion that the Company can pay off its debts in f ll within 12 months after the liq idation has commenced. The f nctions and powers of the Board shall terminate immediately after the general meeting has passed the resol tion regarding the carrying o t of liq idation. The liq idation team shall take instr ctions from the general meeting and shall report to the general meeting on the liq idation team's income and expendit re, the b siness of the Company and the progress of the liq idation at least once per year. It shall make a final report to the general meeting pon the completion of s ch liq idation.	/	This article was deleted as the Mandatory Provisions was abolished

N	f a t	Aft a t	R a f a t
81	Article 229 The liq idation team shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a p blic anno ncement on newspaper recognized by the stock exchange(s) where the shares of the Company is/are listed. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the p blic anno ncement in the case of fail re to receive said notice, file their creditors' rights with the liq idation team. Where creditors file their creditors'		

N	f a t	Aft a t	R a f a t
82	Article 232 In the event that the Company is liq idated d e to dissol tion, and sho ld the liq idation team find that the properties of the Company is ins fficient for clearing off the debts after liq idating the properties of the Company and preparing the balance sheets and checklists of properties, it shall immediately apply to the people's co rt to declare the Company's bankr ptcy p rs ant to laws. Once the people's co rt declares the bankr ptcy of the Company, the liq idation team shall hand over the liq idation matters to the people's co rt.	Article ~~232~~ In the event that the Company is liq idated d e to dissol tion, and sho ld the liq idation team find that the properties of the Company is ins fficient for clearing off the debts after liq idating the properties of the Company and preparing the balance sheets and checklists of properties, it shall immediately apply to the people's co rt ~~to declare~~ **f** the Company's bankr ptcy **a qu at** p rs ant to laws. Once the people's co rt ~~declares~~ **acc pt** the bankr ptcy	

N	f a t	Aft a t	R a f a t
84	Article 234 The members of the liq idation team shall devote themselves to their d ties and f lfill their obligations of liq idation according to laws. None of the members of the liq idation team may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company. Where any members of the liq idation team ca se any loss to the Company or any creditor with intention or d e to gross negligence, he/she shall be liable to make indemnification.	Article ~~234~~ The members of the liq idation team shall devote themselves to their d ties and f lfill their obligations of liq idation according to laws **a a t ut f a t a c**. ~~None of the~~**W a** members of the liq idation team **fa t p f qu at ut a cau a t t C pa a a t ak f cat** ~~, may take any bribe or any other illegal proceeds by taking advantage of his/her position, nor may he/she misappropriate any of the properties of the Company.~~ ~~W~~where any members ~~of the liq idation team~~ ca se any loss to the Company or any creditor with intention or d e to gross negligence, he/she shall be liable to make indemnification.	The amendment was made in accordance with the Company Law

N	f a t	Aft a t	R a f a t
85	CHAPTER 20 NOTICE Article 240 Notices of the Company may be served thro gh means as follows: ..... Unless the context otherwise req ires, “anno ncement” referred to in these Articles of Association shall refer to if iss ed to domestic shareholders or within the PRC as req ired nder relevant reg lations and these Articles of Association, the anno ncement p blished in s ch Chinese newspapers as specified by the PRC laws and reg lations or the sec rities reg latory agency nder the State Co ncil; and if iss ed to holders of H shares or in Hong Kong as req ired nder the relevant provisions or these Articles of Association, the anno ncement being p blished in s ch Hong Kong newspapers as specified in relevant listing r les. All notices or other doc ments req ired nder Chapter 13 of the Listing R les to be sent by the Company to the Hong Kong Stock Exchange shall be in English lang age, or accompanied by a certified English translation.	CHAPTER ~~20~~ __ NOTICE Article ~~240~~ ___ Notices of the Company may be served thro gh means as follows: ..... Unless the context otherwise req ires, “anno ncement” referred to in these Articles of Association shall refer to if iss ed to domestic shareholders or within the PRC as req ired nder relevant reg lations and these Articles of Association, the anno ncement p blished in s ch Chinese newspapers as specified by the PRC laws and reg lations or the sec rities reg latory agency nder the State Co ncil; and if iss ed to holders of H shares or in Hong Kong as req ired nder the relevant provisions or these Articles of Association, the anno ncement being p blished in s ch Hong p blished in s ch Chinese newspapers	

N	f a t	Aft a t	R a f a t
87	CHAPTER 22 SUPPLEMENTARY ARTICLES Article 245 Definition: (1) In these Articles of Association, "acting in concert" means the act of two or more people that in form of agreement (whether oral or written) have reached a consens s over achieving the p rpose of controlling the Company or consolidating s ch control thro gh take over of the Company's voting rights by any one of them. (2) A "de facto controller" means a person who, tho gh not a shareholder, b t thro gh investment relationships, agreements, or other arrangements, may act ally control the activities of the Company.	CHAPTER ~~22~~__ SUPPLEMENTARY ARTICLES Article ~~245~~___ Definition: (1) c t a t A t c f A c at a a a w a a (c u p f a w t t t t) p t % f t t ta a cap ta f t C pa a a a uff c t t t f t a t p f ca t f u c t ut f t a t p t t a % f t t ta a cap ta f t C pa f t t u f t t ck c a ( ) f t p ac ( ) w t a f t C pa a t f ( ) c t a t w uc u a p a (~~1~~_) In these Articles of Association, "acting in concert" means the act of two or more people that in form of agreement (whether oral or written) have reached a consens s over achieving the p rpose of controlling the Company or consolidating s ch control thro gh take over of the Company's voting rights by any one of them. (~~2~~) A "de facto controller" means a person who, ~~tho gh not a shareholder, b t~~ thro gh investment relationships, agreements, or other arrangements, may act ally control the activities of the Company.	The amendment was made in accordance with the G idelines on Articles of Association and the Company Law

Note: As a res lt of addition and deletion of articles, n mbering of the original articles of the Articles of Association has been adj sted and hence those cross-referenced articles have been adj sted accordingly, which are not showed separately.

N	f a t	Aft a t
1	Article 1 To safeg ard the legitimate rights and interests of Wenzho Kangning Hospital Co., Ltd. (the "Company") and its shareholders, to f rther define the scope of d ties and powers of the general meeting of the Company, and to reg late its organization and acts, thereby to ens re its d ties are d ly performed in the general meeting according to laws with high efficiency, the R les of Proced res for General Meetings (the "R les") is form lated p rs ant to relevant laws and reg lations incl ding the Company Law of PRC (the "Company Law"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, and the G idelines for Articles of Association of Listed Companies and relevant r les nder the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited (the "Listing R les") and the Articles of Association of Wenzho Kangning Hospital Co., Ltd. (applicable pon H Shares Listing) (the "Articles of Association").	Article 1 To safeg ard the legitimate rights and interests of Wenzho Kangning Hospital Co., Ltd. (the "Company") and its shareholders, to f rther define the scope of d ties and powers of the general meeting of the Company, and to reg late its organization and acts, thereby to ens re its d ties are d ly performed in the general meeting according to laws with high efficiency, the R les of Proced res for General Meetings (the "R les") is form lated p rs ant to relevant laws and reg lations incl ding the Company Law of PRC (the "Company Law"), ~~the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,~~ and the G idelines for Articles of Association of Listed Companies and relevant r les nder the R les Governing the Listing of Sec rities on The Stock Exchange of Hong Kong Limited (the "Listing R les") and the Articles of Association of Wenzho Kangning Hospital Co., Ltd. ~~(applicable pon H Shares Listing)~~ (the "Articles of Association").

N	f a t	Aft a t
2	Article 3 The general meeting shall exercise the following f nctions and powers:	Article 3 The general meeting shall exercise the following f nctions and powers:
	(1) Decide the operational policy and investment plan of the Company;	~~(1) Decide the operational policy and investment plan of the Company;~~
	(2) Elect and replace directors and s pervisors who are not staff representatives. Make decisions on matters in relation to the rem neration of the relevant directors and s pervisors;	(~~2~~_) Elect and replace directors and s pervisors who are not staff representatives. Make decisions on matters in relation to the rem neration of the relevant directors and s pervisors;
	(3) Review and approve the reports of the Board;	(~~3~~_) Review and approve the reports of the Board;
	(4) Review and approve the reports of the S pervisory Committee;	(~~4~~_) Review and approve the reports of the S pervisory Committee;
	(5) Review and approve the ann al financial b dgets and final acco nting of the Company;	~~(5) Review and approve the ann al financial b dgets and final acco nting of the Company;~~
	(6) Review and approve the profit distrib tion plan and loss compensation plan of the Company;	(~~6~~_) Review and approve the profit distrib tion plan and loss compensation plan of the Company;
	(7) Pass resol tions on increasing or red cing the registered capital of the Company;	(~~7~~_) Pass resol tions on increasing or red cing the registered capital of the Company;
	(8) Pass resol tions on merger, division, dissol tion, liq idation or changing the form of the Company;	(~~8~~_) Pass resol tions on merger, division, dissol tion, liq idation or changing the form of the Company;
	(9) Pass resol tions on the iss ance of corporate bonds or other sec rities and listing plan;	(~~9~~_) Pass resol tions on the iss ance of corporate bonds or other sec rities and listing plan;
	(10) Pass resol tions on the appointment, dismissal of acco nting firms by the Company;	(~~10~~_) Pass resol tions on the appointment, dismissal of acco nting firms by the Company;

N	f a t	Aft a t
4	Article 9 Two of independent non-exec tive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting req ested by the independent non-exec tive directors, the Board shall, in accordance with the req irements of the laws, administrative reg lations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days pon receipt of the proposal.	Article 9 ~~Two of i~~ ndependent non-exec tive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting req ested by the independent non-exec tive directors, the Board shall, in accordance with the req irements of the laws, administrative reg lations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days pon receipt of the proposal. ..... **u t qu t w t cu t u at aut t f t p ac ( ) w t a f t C pa a t uc qu t a p a**
5	Article 11 Shareholders holding more than 10% of shares (individ ally or collectively with others) shall be entitled to req est to convene an extraordinary general meeting or class meeting according to the following proced res: (1) Upon signing one or several written req ests with the same content and format, and stating the s bject of the meeting, the aforesaid shareholders may req est the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the req irements of law, administrative reg lations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days pon receipt of the proposal. Shares held by the above shareholders shall be calc lated as at the date of s bmitting the written req est.	Article 11 Shareholders holding more than 10% of shares (individ ally or collectively with others) shall be entitled to req est to convene an extraordinary general meeting ~~or class meeting~~ according to the following proced res: (1) Upon signing one or several written req ests with the same content and format, and stating the s bject of the meeting, the aforesaid shareholders may req est the Board to convene an extraordinary general meeting ~~or class meeting~~. The Board shall, in accordance with the req irements of law, administrative reg lations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting ~~or class meeting~~ within 10 days pon receipt of the proposal. ~~Shares held by the above shareholders shall be calc lated as at the date of s bmitting the written req est.~~

N	f a t	Aft a t
	(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall iss e a notice of convening the extraordinary general meeting within 5 days pon being resolved by the Board. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.	(2) If the Board agrees to convene an extraordinary general meeting~~ or class meeting~~, it shall iss e a notice of convening the extraordinary general meeting within 5 days pon being resolved by the Board. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.
	(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days pon receipt of the proposal, shareholders individ ally or collectively holding more than 10% of the shares of the Company are entitled to req est the S pervisory Committee in writing to convene an extraordinary general meeting or class meeting.	(3) If the Board disagrees to convene the extraordinary general meeting~~ or class meeting~~, or does not reply within 10 days pon receipt of the proposal, shareholders individ ally or collectively holding more than 10% of the shares of the Company are entitled to req est the S pervisory Committee in writing to convene an extraordinary general meeting~~ or class meeting~~.
	(4) If the S pervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall iss e a notice of convening the extraordinary general meeting within 5 days pon receipt of the proposal. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.	(4) If the S pervisory Committee agrees to convene the extraordinary general meeting~~ or class meeting~~, it shall iss e a notice of convening the extraordinary general meeting within 5 days pon receipt of the proposal. Any changes made to the original req est in the notice shall be agreed by the relevant shareholders.
	(5) If the S pervisory Committee does not iss e the notice of general meeting within the prescribed period, it shall be deemed as the S pervisory Committee not convening and not holding the extraordinary general meeting. Then the shareholders who individ ally or collectively hold more than 10% of the shares for more than 90 consec tive days are entitled to convene and hold the meeting by themselves.	(5) If the S pervisory Committee does not iss e the notice of general meeting within the prescribed period, it shall be deemed as the S pervisory Committee not convening and not holding the extraordinary general meeting. Then the shareholders who individ ally or collectively hold more than 10% of the shares for more than 90 consec tive days are entitled to convene and hold the meeting by themselves.
	Before making an anno ncement on the resol tion(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder iss es the notice of general meeting and the anno ncement on the resol tion(s) of the general meeting, they shall s bmit the relevant proof materials to the sec rities reg latory a thority and relevant stock exchange where the Company is located.	Before making an anno ncement on the resol tion(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder iss es the notice of general meeting and the anno ncement on the resol tion(s) of the general meeting, they shall s bmit the relevant proof materials to the sec rities reg latory a thority and relevant stock exchange where the Company is located.

N	f a t	Aft a t
6	Article 14 When a general meeting is convened by the Company, the Board, S pervisory Committee or shareholders who individ ally or collectively hold more than 3% of the shares of the Company shall be entitled to propose resol tions to the Company. Shareholders who individ ally or collectively hold more than 3% of the shares of the Company may s bmit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. The convener shall iss e a s pplemental notice of the general meeting within 2 days pon receipt of the proposals and anno nce the contents of the ad hoc proposals.	Article 14 When a general meeting is convened by the Company, the Board, S pervisory Committee or shareholders who individ ally or collectively hold more than ~~3~~ % of the shares of the Company shall be entitled to propose resol tions to the Company. Shareholders who individ ally or collectively hold more than ~~3~~ % of the shares of the Company may s bmit ad hoc proposals in writing to the convener of the general meeting 10 days before the convening of the general meeting. **a c p p a a a a c a t p c a p c f c att t** The convener shall iss e a s pplemental notice of the general meeting within 2 days pon receipt of the proposals and anno nce the contents of the ad hoc proposals **c pt t at t a c p p a a at f t p f aw a t at u at t A t c f A c at a t w t t c p f ut f t a t** . .....

N	f a t	Aft a t
7	Article 15 Where a general meeting is convened by the Company, it shall iss e a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting. When calc lating the time limit of the notice, the date of the meeting convened shall be excl ded.	Article 15 Where ~~a~~ **a a ua** general meeting is convened by the Company, it shall ~~iss e a written notice~~ **f a a f t t a u f t t a t att t c t at** ~~45~~ days prior to the meeting ~~to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting~~ . ~~Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.~~**W a t a a a t c t a f a a a f t t a u c t f a a t t f a - t f a a pu t u t w t f w pap ( ) at t t ck c a Up t pu cat f t a u c t a f a - t f a a t a c a u c t f a t a t** When calc lating the time limit of the notice, the date of the meeting convened shall be excl ded.

N	f a t	Aft a t
8	Article 16 The Company shall calc late the n mber of shares with voting rights represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20	

N	f a t	Aft a t
10	Article 22	Article 22_ .....
	If a shareholder is a recognized clearing ho se or its agent within the meaning of the relevant reg lations imposed in Hong Kong from time to time, he may a thorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the n mber and class of shares represented by each of s ch proxies nder the a thorization, and signed by a thorized proxies of recognized clearing ho se. S ch a thorized proxies are entitled to attend the meeting on behalf of the recognized clearing ho ses or their agent (witho t presentation of evidence of their shareholding, notarized a thorization and/or f rther proof demonstrating the d ly granting of the same) and exercise the right of the recognized clearing ho se or their agent, as if they were the individ al shareholders of the Company.	If a shareholder is a recognized clearing ho se or its agent within the meaning of the relevant reg lations imposed in Hong Kong from time to time, he may a thorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting~~ or class meeting of shareholders~~. However, if more than one proxies are appointed, the proxy form shall specify the n mber and class of shares represented by each of s ch proxies nder the a thorization, and signed by a thorized proxies of recognized clearing ho se. S ch a thorized proxies are entitled to attend the meeting on behalf of the recognized clearing ho ses or their agent (witho t presentation of evidence of their shareholding, notarized a thorization and/or f rther proof demonstrating the d ly granting of the same) and exercise the right of the recognized clearing ho se or their agent, as if they were the individ al shareholders of the Company.

N	f a t	Aft a t
11	Article 25 The instr ment appointing a voting proxy shall be placed at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting 24 ho rs prior to convening of the meeting at which the proxy is a thorized to vote or 24 ho rs prior to the designated time of voting. Where the instr ment is signed by another person a thorized by the principal, the a thorization letter or other doc ments a thorizing the signatory shall be notarized. The notarized a thorized letter or other a thorized doc ments shall be placed together with the instr ment appointing the voting proxy at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting. Where the principal is a legal person, its stat tory representative or the person a thorized by resol tion of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of s ch legal person.	Article 25 ~~The instr ment appointing a voting proxy shall be placed at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting 24 ho rs prior to convening of the meeting at which the proxy is a thorized to vote or 24 ho rs prior to the designated time of voting.~~ Where the instr ment is signed by another person a thorized by the principal, the a thorization letter or other doc ments a thorizing the signatory shall be notarized. The notarized a thorized letter or other a thorized doc ments shall be placed together with the instr ment appointing the voting proxy at the domicile of the Company or at s ch other places as specified in the notice of convening the meeting. Where the principal is a legal person, its stat tory representative or the person a thorized by resol tion of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of s ch legal person.
12	Article 26 Any form iss ed by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instr ct their proxies to cast vote in favo r of or against each resol tion and enable the shareholders to give separate instr ctions on each matter to be voted on at the meeting. The proxy form shall state that if the shareholder does not give specific instr ctions, the proxy shall vote at his/her/its own discretion.	Article 26 ~~Any form iss ed by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instr ct their proxies to cast vote in favo r of or against each resol tion and enable the shareholders to give separate instr ctions on each matter to be voted on at the meeting.~~ The proxy form shall state that if the shareholder does not give specific instr ctions, the proxy shall vote at his/her/its own discretion.

N	f a t	Aft a t
13	Article 31 The general meeting shall be convened and presided over by the chairman of the Board. Where the chairman of the Board is nable to discharge or fails to discharge his/her d ties, the meeting shall be convened and presided over by the vice chairman of the Board (The provisions related to the vice chairman as provided herein shall be only applicable to s ch circ mstances where the position(s) of vice chairman is set p in the Company, same as below). If there are two or more vice chairmen, the one elected by more than one half of the directors shall convene and preside over the meeting. Where the position of vice chairman does not exist, or where the vice chairman of the Board is nable to discharge or fails to discharge his/her d ties, more than one half of the directors shall designate a director to convene and preside over the meeting. Where more than one half of the directors cannot designatetodesigvene and	

N	f a t	Aft a t
14	Article 43 The following matters shall be passed by way of ordinary resol tions at a general meeting: (1) Work reports of the Board and the S pervisory Committee; (2) Profit distrib tion plan and loss compensation plan form lated by the Board; (3) The appointment and removal of members of the Board and non-employee representative s pervisors of the S pervisory Committee; (4) The rem neration and method of payment of members of the Board and members of the S pervisory Committee; (5) Ann al b dgets and final acco nts of the Company; (6) Ann al report of the Company; (7) Matters other than those req iring the approval by way of special resol tions in accordance with the laws, administrative reg lations, listing r les of the place(s) in which the shares of the Company are listed or these Articles of Association.	Article ~~43~~_ The following matters shall be passed by way of ordinary resol tions at a general meeting: (1) Work reports of the Board and the S pervisory Committee; (2) Profit distrib tion plan and loss compensation plan form lated by the Board; (3) The appointment and removal of members of the Board and non-employee representative s pervisors of the S pervisory Committee; (4) The rem neration and method of payment of members of the Board and members of the S pervisory Committee; ~~(5) Ann al b dgets and final acco nts of the Company;~~ (~~6~~_) Ann al report of the Company; (~~7~~_) Matters other than those req iring the approval by way of special resol tions in accordance with the laws, administrative reg lations, listing r les of the place(s) in which the shares of the Company are listed or ~~these~~**t**__ Articles of Association.

N	f a t	Aft a t
15	Article 44 The following matters shall be passed by way of special resol tions at a general meeting: (1) Increase or red ction in the registered capital and iss e of any kinds of shares, warrants and other similar sec rities by the Company; (2) Iss e of corporate bonds; (3) Division, merger, dissol tion and liq idation of the Company or change of form of incorporation of the Company; (4) Amendment to these Articles of Association; (5) Eq ity incentive plan; (6) Other matters req ired by the laws, administrative reg lations, listing r les of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resol tions and deemed to be of significant impact on the Company and thereby req ired to be passed by way of special resol tions.	Article 44_ The following matters shall be passed by way of special resol tions at a general meeting: (1) Increase or red ction in the registered capital ~~and iss e of any kinds of shares,~~ warrants

N	f a t	Aft a t
17	CHAPTER 8 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS Article 49 to Article 56:	/
18	Article 59 The R les are form lated by the Board of Directors, and shall be appended to the Articles of Association. As approved by the general meeting, the R les shall be effective from the date on which the overseas-listed foreign shares to be iss ed by the Company are being listed and traded on The Stock Exchange of Hong Kong Limited. Any amendments to the R les shall be made thro gh amendments proposed by the Board of Directors, and shall be effective after being approved by the general meeting.	Article ~~5~~_9 The R les are form lated by the Board of Directors, and shall be appended to the Articles of Association. ~~As approved by the general meeting,~~ ~~t~~_he R les shall be effective from the date **f app a t a t** ~~on which the overseas-listed foreign shares to be iss ed by the Company are being listed and traded on The Stock Exchange of Hong Kong Limited~~. Any amendments to the R les shall be made thro gh amendments proposed by the Board of Directors, and shall be effective after being approved by the general meeting.

Note: As a res lt of addition and deletion of articles, n mbering of the original articles of the R les of Proced res for General Meetings has been adj sted and hence those cross-referenced articles have been adj sted accordingly, which are not showed separately.

N	f a t	Aft a t
	(10) to decide on the establishment of internal management organizations of the Company; (11) to determine the establishment of the special committees nder the Board, appoint or dismiss the chairman (convener) of s ch committees; (12) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management incl ding the exec tive dep ty general managers, the dep ty general managers and the chief financial officer of the Company in accordance with the nominations made by general manager, and to decide on their rem nerations, rewards and p nishments; (13) to form late the basic management system of the Company; (14) to form late proposals to amend these Articles of Association; (15) to form late the eq ity incentive plans of the Company; (16) to manage information disclos re of the Company; (17) to propose to the general meeting the appointment or replacement of the acco nting firms which provide a diting	

N	f a t	Aft a t
	(19) to consider, review and approve the matters on the Company's external g arantee which shall not fall into the scope req ired to be considered by the general meeting as provided in Article 64 here nder; (20) to examine and s pervise the Company's policies and standards regarding the Company's compliance	

N	f a t	Aft a t

N	f a t	Aft a t
	In case of rgency, the extraordinary board meeting may be held pon approval by the chairman of the Board, not being s bject to the req irement of meeting notice as set o t in cla se 1 of this Article, provided that reasonable notice shall be given to directors, s pervisors and the general manager.	In case of rgency, the extraordinary board meeting may be held pon approval by the chairman of the Board, not being s bject to the req irement of meeting notice as set o t in cla se 1 of this Article, provided that reasonable notice shall be given to directors, s pervisors and the general manager.
6	Article 10 A notice of Board meeting shall incl de the following contents: (1) Date and place of meeting; (2) D ration of the meeting; (3) Ca ses and agenda; (4) Date of iss ance of notice; (5) Convening mode.	Article 10 A notice of Board meeting shall incl de the following contents: (1) Date and place of meeting; (2) D ration of the meeting; (3) Ca ses and agenda; (4) Date of iss ance of notice~~;~~ ~~(5) Convening mode~~.
7	Article 11 After the notice for reg lar meeting of the Board is sent, if the time and ven e of the meeting m st be changed or meeting proposals m st be added, changed or cancelled, a written meetings pject tho-459.4(the)-559.4(tonte)-36(59.4(tf)-589.4(tll)-389.4(tirectors,-TJT[(anten)dng)-362.9 beeting of the Board is sent, if the time and ven e of the meeting m st be changed or meeting proposals m st be	

N	f a t	Aft a t
8	Article 12 Except for the sit ations specified in Article 144 of the Articles of Association and Article 21 of this R les of Proced res for Board Meetings where the Board reviews connected transactions, the meeting of the Board shall not be held nless more than half of the directors are present.	Article 12 Except for the sit ations specified in Article ~~144~~ of the Articles of Association and Article 21 of this R les of Proced res for Board Meetings where the Board reviews connected transactions, the meeting of the Board shall not be held nless more than half of the directors are present. .....
9	Article 23 Resol tions proposed at a Board meeting shall be passed as follows in order to be effective: (1) paragraphs (6), (7) and (14) nder Article 3 hereof shall be passed by over two thirds of directors; (2) Connected transactions nder Article 21 hereof shall be passed by over half of directors not connected thereto; and (3) Matters other than as stated above shall be passed by over half of directors.	Article 23 Resol tions proposed at a Board meeting shall be passed as follows in order to be effective: (1) paragraphs ( ) (6), ~~(7)~~ and (1 ~~4~~) nder Article 3 hereof shall be passed by over two thirds of directors; (2) Connected transactions nder Article 21 hereof shall be passed by over half of directors not connected thereto; and (3) Matters other than as stated above shall be passed by over half of directors. .....
10	Article 33 The Board shall form late this R les of Proced res for Board Meetings, which shall be appended to the Articles of Association and, after approved at a general meeting, effective from the date of listing and trading of the overseas listed foreign shares iss ed by the Company on The Stock Exchange of Hong Kong Limited. Any amendment hereto shall be proposed by the Board and approved at a general meeting before taking effect.	Article 33 The Board shall form late this R les of Proced res for Board Meetings, which shall be appended to the Articles of Association and~~, after approved at a general meeting, effective from the date of listing and trading of the overseas listed foreign shares iss ed by the Company on The Stock Exchange of Hong Kong Limited~~ **c ff ct f t at f t a t at w c t Ru f c u app** . Any amendment hereto shall be proposed by the Board and approved at a general meeting before taking effect.

Note: As a res lt of addition and deletion of articles, n mbering of the original articles of the R les of Proced res for Board Meetings has been adj sted and hence those cross-referenced articles have been adj sted accordingly, which are not showed separately.

N	f a t	Aft a t
1	Article 1 In order to ens re the standardized operation of Wenzho Kangning Hospital Co., Ltd. (hereinafter referred to as the "Company"), enhance the efficiency and scientificity of the decision making level of the S pervisory Committee and safeg ard the interests of the Company and legitimate interests of shareholders, the R les of Proced res for the S pervisory Committee (the "R les") is hereby form lated in accordance with the overseas and domestic reg latory laws and reg lations incl ding the Company Law of the People's Rep blic of China, the Mandatory Provisions for the Articles of Association of Companies to be Listed O tside the PRC, the G idelines for Articles of Association of Chinese Listed Companies, the R les Governing the Listing of Sec rities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing R les") as well as the Articles of Association of Wenzho Kangning Hospital Co., Ltd. (after the iss e of H shares) (hereinafter referred to as the "Articles of Association").	Article 1 In order to ens re the standardized operation of Wenzho Kangning Hospital Co., Ltd. (hereinafter referred to as the "Company"), enhance the efficiency and scientificity of the decision making level of the S pervisory Committee and safeg ard the interests of the Company and legitimate interests of shareholders, the R les of Proced res for the S pervisory Committee (the "R les") is hereby form lated in accordance with the overseas and domestic reg latory laws and reg lations incl ding the Company Law of the People's Rep blic of China, ~~the Mandatory Provisions for the Articles of Association of Companies to be Listed O tside the PRC,~~ the G idelines for Articles of Association of Chinese Listed Companies, the R les Governing the Listing of Sec rities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Listing R les") as well as the Articles of Association of Wenzho Kangning Hospital Co., Ltd. ~~(after the iss e of H shares)~~ (hereinafter referred to as the "Articles of Association").
2	Article 9 The meeting of the S pervisory Committee shall be convened and presided over by the chairman of the S pervisory Committee. Where the chairman of the S pervisory Committee is incapable of performing or fails to perform his/her d ties, a s pervisor elected by not less than half of the s pervisors shall convene and preside over the meeting of the S pervisory Committee.	Article 9 The meeting of the S pervisory Committee shall be convened and presided over by the chairman of the S pervisory Committee. Where the chairman of the S pervisory Committee is incapable of performing or fails to perform his/her d ties, a s pervisor elected by ~~not less~~____ than half of the s pervisors shall convene and preside over the meeting of the S pervisory Committee.

N	f a t	Aft a t
3	Article 13 Voting at the meeting of S pervisory Committee shall be carried o t by disclosed ballot and each s pervisor shall have one vote. The voting intentions available to s pervisors are affirmation, opposition or abstention. Every attending s pervisor shall choose one o t of the above. Where any s pervisor does not make any choice or makes two or more choices, the chairman of the meeting shall req ire the s pervisor to make the choice again. Otherwise, the s pervisor shall be deemed to abstain from voting; any s pervisor who has left the meeting midway witho t coming back and has not made any choice shall be deemed to abstain from voting. Resol tions at the meeting of the S pervisory Committee shall be passed by more than two-thirds of the s pervisors' votes.	Article 13 Voting at the meeting of S pervisory Committee shall be carried o t by disclosed ballot and each s pervisor shall have one vote. The voting intentions available to s pervisors are affirmation, opposition or abstention. Every attending s pervisor shall choose one o t of the above. Where any s pervisor does not make any choice or makes two or more choices, the chairman of the meeting shall req ire the s pervisor to make the choice again. Otherwise, the s pervisor shall be deemed to abstain from voting; any s pervisor who has left the meeting midway witho t coming back and has not made any choice shall be deemed to abstain from voting. Resol tions at the meeting of the S pervisory Committee shall be passed by more than ~~two-thirds~~ **a f** of the s pervisors' votes.
4	Article 17 The S pervisory Committee shall form late the R les, which shall be appended to the Articles of Association and, after approved at a general meeting, effective from the date of listing and trading of the overseas listed foreign shares iss ed by the Company on the Stock Exchange of Hong Kong Limited. Any amendment hereto shall be proposed by the S pervisory Committee and approved at a general meeting before taking effect.	Article 17 The S pervisory Committee shall form late the R les, which shall be appended to the Articles of Association and~~, after approved at a general meeting, effective from the date of listing and trading of the overseas listed foreign~~

This explanatory statement contains all the information req ired to be given to the Shareholders p rs ant to R le 10.06 of the Hong Kong Listing R les in connection with the New Rep rchase Mandate, which is set o t as follows:

C A AND NU R AR R D R URC A D

As at the Latest Practicable Date, the total share capital (excl ding treas ry shares, if any) of the Company was 74,600,300 Shares, incl ding 52,760,000 Domestic Shares and 21,840,300 H Shares. The Shares proposed to be rep rchased are the H Shares in iss e of the Company. The specific n mber of Shares to be rep rchased will be determined by the Board of the Company as a thorized by the EGM and the Class Meetings and the a thorized persons of the Board d ring the implementation period of the rep rchase, taking into acco nt the prices of the H Shares of the Company in the secondary market, provided that the total n mber shall not exceed 10% of the total n mber of iss ed and f lly paid- p H Shares of the Company (excl ding H Shares that have been rep rchased b t not cancelled; and excl ding the treas ry shares, if any) on the date of approving s ch special resol tion. The Company will be permitted to rep rchase p to 2,074,030 H Shares nder the New Rep rchase Mandate, on the basis of the aggregate of 21,840,300 H Shares in iss e and 1,100,000 H Shares rep rchased b t not cancelled by the Company as at the Latest Practicable Date, ass ming that after the resol tion regarding the New Rep rchase Mandate is approved and no other Shares will be iss ed additionally and/or rep rchased by the Company in the c rrent period p to the date of the EGM and the Class Meetings.

R A N R R D R URC A

As at the Latest Practicable Date, the Company has rep rchased 1,100,000 H Shares thro gh the Previo s Rep rchase, which has effectively maintained the stability of the Company's share price and enhanced the market confidence. D e to the increase in the iss ed H Shares of the Company after the ann al general meeting for the year 2023, the Directors believe that it is in the best interests of the Company and the Shareholders to obtain a higher limit of the general mandates from Shareholders to enable the Directors to rep rchase the Shares of the Company in the market based on the prevailing market conditions and f nding arrangements. The New Rep rchase Mandate will lead to a f rther enhancement of the net asset val e of the Company and/or its earnings per share and will be exercised only when the Directors consider that the rep rchase is beneficial to the Company and its Shareholders. The Board proposes to seek Shareholders' approval to renew the existing rep rchase mandate at the EGM and the Class Meetings.

UND R R D R URC A

In rep rchasing H Shares of the Company, the Company plans to se its own f nds to finance s ch p rpose legally in accordance with the Articles of Association and the applicable PRC laws, stat tes and reg lations.

Considering the c rrent working capital conditions of the Company, the Directors believe that an exercise of the New Rep rchase Mandate in f ll will not ca se material adverse impact on the working capital and/or gearing position of the Company (as compared to the financial position as at December 31, 2023 as disclosed in the Company's p blished a dited financial statements in the ann al report for the year ended December 31, 2023). However, if the Board believes that the exercise of the New Rep rchase Mandate will have material adverse impact on the working capital req irements or gearing ratio of the Company, the Board tends not to rep rchase Shares by exercising the power conferred nder the New Rep rchase Mandate. The Board will consider the prevailing market conditions at an appropriate time to make decisions on the n mber of H Shares to be rep rchased, the price and other terms to rep rchase H Shares, in the best interest of the Company.

A U AR R URC A D

The Company may cancel any rep rchased Shares and/or hold them as treas ry shares s bject to the circ mstances prevailing at the time of rep rchase of the H Shares (e.g., market conditions and its capital management needs).

In respect of any treas ry shares of the Company deposited with The Central Clearing and Settlement System for resale on the Hong Kong Stock Exchange, the Company shall take appropriate and necessary meas res to ens re that s ch treas ry shares can be identified and disting ished properly. The Company sho ld deposit s ch treas ry shares within a segregated stock acco nt of The Central Clearing and Settlement System. The Company shall not exercise any right in respect of the treas ry shares, and no dividend may be declared or paid in respect of the treas ry shares.

R N N N N D R C R AND R C A C A

To the best knowledge of the Directors, having made all reasonable enq iries, none of the Directors or their close associates (as defined in the Hong Kong Listing R les), have any present intention to sell any H Shares of the Company to the Company if the New Rep rchase Mandate is approved by the EGM and the Class Meetings.

UND R A N D R C R

The Directors ndertake that, in appropriate circ mstances, they will exercise the powers of the Company to rep rchase Shares p rs ant to the New Rep rchase Mandate and in compliance with the Hong Kong Listing R les, Articles of Association, applicable laws, r les and reg lations of the PRC, and in accordance with the special resol tions set o t in the notices of the EGM and Class Meetings. Neither the Explanatory Statement nor the proposed New Rep rchase Mandate has any n s al feat res.

C A V R C D

If a Shareholder's proportionate interest in the voting rights of the Company increases as a res lt of the Directors exercising the power of the Company to rep rchase Shares p rs ant to the New Rep rchase Mandate, s ch an increase will be treated as an acq isition of the voting rights p rs ant to R le 32 of the Takeovers Code. If s ch an increase res lts in a change in control, it co ld, nder certain circ mstances, res lt in the recommendation for a mandatory acq isition offer in accorg(ann)-362.9withn R le of the Takeovers Code.

ts the os the the Directore,

Company 674.9.8, Directors the WANG

p(prximdatlny)-34.5(29.55%y)-34.5((of)-34.5((the)-34.5((Shares)-34.5((of)-34.5((the)-34.5((Company)-34.5(Mr'

SharesANGANG

(Shares)-36.1(heldy)-36.1(byy)-36.1(Mr')54.9.sGUANbyyvirt t (of)-36.1(Partf)-36.1(XV)-3408.2(of)-36.1((the)

greene oe acq rene thmy aoting cn(cers)-363.4withn thm.sTht

intnition to exercihe hhe New Rep rchase Mandatn to s ch an entnin of (rigersing)-371.8(an)]TJT[fbligaitio

tshethe ds

the Directore, the Directore of cnseq e(ann)-958.2whi ch nder

the(T)69.8(akeovers)-363.3(Cods)-363.3anne p(licablhe)-363.3lawrs cnseq e(ann)-363.3(of)-363.3anye rep rcha

Shares nder the New Rep rchase Mandate.

oe the R lre, a companyating

rep rchase ne thechange the res lt of the rep rchase res lt in

CUR R URC A D Y C ANY

D ring the six months immediately before the Latest Practicable Date, the H Shares rep rchased by the Company on the Hong Kong Stock Exchange are as follows:

Dat	Nu f a R pu c a	R pu c a t u a R pu c a p a *(HK$)*	u R pu c a p a *(HK$)*
J ly 10, 2024	50,000	11.42	11.10
J ly 11, 2024	5,700	11.50	11.40
J ly 12, 2024	13,500	11.80	11.78
J ly 15, 2024	31,500	11.98	11.92
J ly 16, 2024	32,000	12.16	12.00
J ly 17, 2024	92,900	12.50	12.40
J ly 18, 2024	10,700	12.60	12.60
J ly 19, 2024	66,500	12.98	12.96
J ly 22, 2024	10,200	13.26	13.10
J ly 23, 2024	19,900	13.50	13.44
J ly 24, 2024	24,300	13.80	13.76
J ly 25, 2024	342,700	14.04	13.80
J ly 26, 2024	52,000	14.08	13.84
A g st 30, 2024	31,800	14.00	14.00
September 2, 2024	49,600	14.20	14.18
September 3, 2024	74,800	14.46	14.16
September 9, 2024	13,000	14.60	14.52
September 10, 2024	3,500	14.40	14.40
September 11, 2024	10,400	14.76	14.50
September 12, 2024	5,000	14.80	14.80
September 13, 2024	160,000	15.49	15.00

C R C NN C D R N

No core connected person (as defined in the Hong Kong Listing R les) has notified the Company that they have a present intention to sell Shares to the Company or have ndertaken not to do so in the event that share rep rchase is approved by the Shareholders.

R C AR

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

t	a	
	t c *(HK$)*	w t c *(HK$)*
September	14.10	11.86
October	12.76	10.98
November	13.56	10.88
December	14.50	12.94
Jan ary	14.00	11.00
Febr ary	12.16	9.99
March	12.44	10.30
April	12.48	10.74
May	12.50	10.74
J ne	12.38	10.72
J ly	14.22	9.99
A g st	14.48	12.60
September (as at the Latest Practicable Date)	15.90	14.16