

For information about this circular or the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you are selling all or part of your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer is effected for transmission to the purchaser or transferee.

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Articles_ or Articles of Association_	the articles of association of the Compan , as amended, s plemented or other ise modified from time to time
Board_	the board of directors of the Compan
Class Meetings_	the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting
Compan _	Wen ho Kangning Hospital Co., Ltd., a joint stock limited liabilit compan established nder the la s of the PRC, the H Shares of hich are listed on the Main Board of the Hong Kong Stock E change (Stock Code: 2120)
connected transaction(s)_	has the meaning ascribed to it nder the Hong Kong Listing R les
Director(s)_	the director(s) of the Compan
Domestic Share(s)_	ordinar share(s) in the share capital of the Compan ith a nominal al e of RMB1.00 each, hich is (are) s bscribed for and f ll paid in RMB and c rrentl not listed or traded on an stock e change
Domestic Shareholder(s)_	holder(s) of the Domestic Share(s)
Domestic Shareholders' Class Meeting_	the 2023 First Domestic Shareholders' Class Meeting of the Compan to be held in the form of onsite meeting at Conference Room, 12/F, B ilding 1, Shengjin Road, H anglong Residential District, Wen ho , Zhejiang Pro ince, the PRC on Wednesda , September 27, 2023 immediatel after the concl sion of the EGM and the H Shareholders' Class Meeting (or an adjo rnment thereof)
EGM_	the 2023 First E traordinar General Meeting of the Compan to be con ned and held in the form of on-site meeting at Conference Room, 12/F, B ilding 1, Shengjin Road, H anglong Residential District, Wen ho , Zhejiang Pro ince, the PRC on Wednesda , September 27, 2023

EGM Notice_	the notice concerning the EGM as set out on pages 19 to 21 of this circular
H Share(s)_	overseas listed foreign issued ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Main Board of the Hong Kong Stock Exchange
H Share Award and Trust Scheme_	the H Share award and trust scheme of the Company
H Shareholder(s)_	holder(s) of the H Share(s)
H Shareholders' Class Meeting_	the 2023 First H Shareholders' Class Meeting of the Company to be held in the form of onsite meeting at Conference Room, 12/F, Building 1, Shengjin Road, Hangzhou Residential District, Wenling, Zhejiang Province, the PRC on Wednesday, September 27, 2023 immediately after the conclusion of the EGM (or an adjournment thereof)
HK\$_	Hong Kong dollars, the lawful currency of Hong Kong
Hong Kong_	the Hong Kong Special Administrative Region of the PRC
Hong Kong Listing Rules_ or Listing Rules_	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
Hong Kong Stock Exchange_	The Stock Exchange of Hong Kong Limited
Latest Practicable Date_	September 4, 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
PRC_ or China_	the People's Republic of China which, for the purpose of this circular, includes Hong Kong, Macau Special

R les of Proced res for Board Meetings_	the R les of Proced res for the Meetings of the Board of Directors of Wen ho 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 other ise modified from time to time
R les of Proced res for General Meetings_	the R les of Proced res for the General Meetings of Wen ho 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 other ise modified from time to time
R les of Proced res for Meetings of the S per isor Committee_	the R les of Proced res for the Meetings of S per isor Committee of Wen ho 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 other ise modified from time to time
Share(s)_	share(s) of the Compan
Shareholder(s)_	holder(s) of the Share(s)
S per isor(s)_	the s per isor(s) of the Compan
S per isor Committee_	the s per isor committee of the Compan
%_	per cent

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The purpose of this circular is to provide you with further information in relation to the following resolutions to be proposed at the EGM and/or the Class Meetings (as the case may be):

1. To consider and approve the interim profit distribution plan of the Company for the year 2023;
2. To consider and approve the Shareholders' Return Plan of the Company for the Next Five Years (2023-2027);
3. To consider and approve the H Share Award and Trust Scheme;
4. To consider and approve proposed a delegation to the Board and/or the Delegatee to handle matters pertaining to the H Share Award and Trust Scheme;
5. To consider and approve the proposed amendments to the Articles of Association;
6. To consider and approve the proposed amendments to the Rules of Procedures for General Meetings;
7. To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings; and
8. To consider and approve the proposed amendments to the Rules of Procedures for Meetings of the Supervisor Committee.

Items 1 to 8 above shall be submitted to the EGM for Shareholders' consideration. Items 5 to 8 above shall be submitted to the Class Meetings for Shareholders' consideration.

Items 1 to 2 above are to be approved as ordinary resolutions by the Shareholders at the EGM. The remaining proposals are to be approved as special resolutions by the Shareholders at the EGM and/or the Class Meetings (as the case may be).

(Q). 2023

On July 31, 2023, the Board approved the interim profit distribution plan for the year 2023. During the six months ended June 30, 2023, the Company's net profit realized by the parent company amounted to RMB-8,676,844.29. The distributable profit of the year for Shareholders realized by the parent company for the current period is RMB-8,676,844.29 (in accordance with the Accounting Standards for Business Enterprises and other relevant regulations, no surplus reserve as provided for in the half-year financial statements), together with the undistributed profit of RMB241,903,691.18 accumulated in the previous year, the parent company's distributable profit for Shareholders as of June 30, 2023 is RMB233,226,846.89. In return for Shareholders' long-term support to the Company, and with due consideration to the Company's current overall operation, capital position and the sustainable development of the Company, the Company proposes to adopt the method of cash dividend to distribute interim dividends to its Shareholders, calculated based on 74,600,300 issued shares of the Company as at June 30, 2023, of RMB1 (tax-inclusive) per 10 Shares, the total proposed cash dividends to be distributed is RMB7,460,030 (tax-inclusive).

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 average central parity of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of declaration of the proposed interim dividend (i.e., the date of convening the EGM).

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Proposed Interim Dividend. In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations which came into effect on January 1, 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change its Shareholder status, please enquire about the relevant procedures with the agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as of the Record Date.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends paid to them with the PRC under the relevant tax agreements, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In this case, if the relevant individual holders of H Shares wish to reclaim the extra amount withheld due 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 submit the evidence required by the notice of the tax agreement to Compershare Hong Kong Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax on behalf of the holders at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of H Shares are residents of the countries which had an agreed tax rate of 20% with the PRC under the tax agreement, or which has not entered into a tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax on behalf of the holders at a rate of 20%.

With the continuous advancement of technology and the increasing improvement of medical services, the domestic medical market will continue to maintain steady growth. Meanwhile, due to the aging population and increasing public health awareness, the market demand for medical services will continue to increase. Based on the sufficient confidence in the medical service market and in conjunction with the business development plan and financial growth objectives of the Company, the Company has formulated the Shareholders' Return Plan of Wenzhou Kangning Hospital Co., Ltd. for the Next Five Years (2023-2027) (《温州康宁医院股份有限公司未来五年(2023-2027年)股东回报规划》) (the "Plan") in accordance with the relevant requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Articles, with a view to regarding the Shareholders who have supported the Company for a long time and guiding investors to form a stable investment return expectation, details of which are as follows:

(一) 基本原则

Focusing on long-term and sustainable development, and comprehensively considering the actual situation and development goals of the Company, the wishes and requirements of the Shareholders, external financing costs and the financing environment, as well as the profit level, cash flow, development stage and current capital requirements of the Company, the Company shall establish a continuous, stable and scientific investor return plan and mechanism to make clear institutional arrangements for the profit distribution of the Company in order to ensure the consistency and stability of the dividend distribution policy.

(二) 利润分配政策

The Company's profit distribution policy maintains consistency and stability, while taking into account the long-term interests of the Company, the interests of all Shareholders as a whole and the sustainable development of the Company. The Company gives priority to the distribution of profits in the form of cash dividends.

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3. The following conditions must be met at the same time when the Company implements cash dividends:
 - (1) The distributable profit (i.e. the after-tax profit of the Company after making provision for losses, and allocation to the statutory common reserve and special reserve) realized by the Company for the year is positive in total;
 - (2) The audit firm has issued an audit report with qualified opinions on the Company's financial report for the year;
 - (3) The Company has no significant investment plan or significant cash expenditure (except for projects funded by proceeds).

A significant investment plan or significant cash expenditure refers to one of the following situations:

- 1) The cumulative expenditure of the Company's proposed investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 50% of the Company's latest audited net assets, or exceeds RMB300.00 million;
 - 2) The cumulative expenditure of the Company's proposed investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 30% of the Company's latest audited total assets.
4. When the Company's share price is persistently lower than the net assets per share, or the relevant indicators such as the price-to-earnings ratio and the price-to-book ratio deviate significantly from the average level of listed companies in the same industry, the Company may repurchase the shares at a reasonable price under the premise of complying with the requirements of the Listing Rules and the Articles.
5. In accordance with the Company Law of the People's Republic of China and other relevant laws, regulations and the Articles, the Company is expected to, on the basis of meeting the above-mentioned conditions for cash dividends and in conjunction with the Company's continuous operation and long-term development, distribute in cash an aggregate profit of generally not less than 30% of the profit attributable to Shareholders of the Company realized each year during the period from 2023 to 2027, and will gradually increase the proportion to 50%. In the event that a Shareholder of the Company illegally appropriates the Company's funds, the cash dividends to be distributed to such Shareholder shall be deducted by the Company in compensation for the Shareholder's loss of capital.

6. The Board shall take into consideration various factors comprehensively, including the characteristics of the industry in which it operates, its development stage, its own business model and profitability as well as whether the Company has an substantial capital expenditure arrangement, and propose reasonable cash dividend

the Selected Participants by transferring the Award Shares to the Selected Participants as determined by them from time to time, and confirming, allowing and approving all matters precedent arising from or in relation to the Trust Deed and the management agreement in respect of the H Share Award and Trust Scheme; and

6. to authorize the Board and/or the Delegatee to handle matters pertaining to the H Share Award and Trust Scheme with full authority during the validity period of the H Share Award and Trust Scheme, including but not limited to:
 - 1) to determine the numbers, terms and conditions of the grant of Awards, approve the form of the Award Letter, select Eligible Participants to become Selected Participants, and grant Awards to Selected Participants from time to time;
 - 2) to determine the Grant Date and Vesting Date of Award Shares;
 - 3) with respect to the cap of the H Share Award and Trust Scheme, to manage, amend and adjust the H Share Award and Trust Scheme, including but not limited to adjusting the number of outstanding Award Shares or accelerate the Vesting Dates of any Awards, provided that if such amendments require the approval of the general meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board and/or the Delegatee shall obtain the corresponding authorization for such amendments;
 - 4) to determine the selection, engagement and change of bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties;
 - 5) to sign, execute, and terminate all agreements and other relevant documents in connection with the H Share Award and Trust Scheme, fulfill all relevant procedures in relation to the H Share Award and Trust Scheme, and adopt other methods to implement the terms of the H Share Award and Trust Scheme;
 - 6) to determine and adjust the standards and conditions of the vesting of the Awards as well as the Vesting Periods, and to determine whether Awards granted to the Selected Participants can be vested;
 - 7) to determine the election, amendment and termination of the H Share Award and Trust Scheme, including the forfeiture of Awards and continued vesting of Award Shares upon the changes in circumstances pertaining to the Selected Participants;
 - 8) to decide on the extension of term of the H Share Award and Trust Scheme;

- 9) to constr e and interpret the H Share A rd and Tr st Scheme R les and to resol e an iss es and disp tes arising from or in connection ith the H Share A rd and Tr st Scheme;
- 10) to e ercise an other a thori ations in relation to matters necessar to the implementation of the H Share A rd and Tr st Scheme granted b the general meeting from time to time;
- 11) on behalf of the Compan , appro e, e ec te, refine, deli er, negotiate, agree on and agree to all s ch agreements, contracts, doc ments, reg lations, matters and things (as the case ma be) as it deems reasonable, necessar , desirable, appropriate or e pedient, in order to implement and/or implement all transactions cond cted accordingl , and make an reasonable alterations, amendments, changes, modifications and/or s plements as it deems necessar , desirable, appropriate or e pedient. If there is a req irement to affi a compan seal on an s ch agreement, contract or doc ment, it has the right to sign the agreement, contract or doc ment and affi the compan seal in accordance ith the Articles of Association in that case.

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The abo ementioned a thori ations can be directl e ercised b the management committee and/or the Delegatee on behalf of the Board other than those s bject to resol tions b the Board as e pressl stip lated in la s, administrati e reg lations, r les of the China Sec rities Reg lator Commission, normati e doc ments, the H Share A rd and Tr st Scheme or the Articles of Association.

A special resol tion ill be proposed at the EGM to consider and appro e the abo e proposed a thori ation to the Board and/or the Delegatee to handle matters pertaining to the H Share A rd and Tr st Scheme.

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Reference is made to the announcement of the Company dated September 4, 2023 in relation to, among other things, the proposed amendments to the Articles of Association.

On February 17, 2023, the State Council of the PRC promulgated the Decision of the State Council on Abolishing Certain Administrative Regulations and Documents (the [Decision](#)), and abolished the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies promulgated by the State Council on August 4, 1994. On February 17, 2023, China Securities Regulator Commission (the [CSRC](#)) promulgated the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the [Trial Measures](#)) and relevant guidelines, and abolished the Notice on Implementation of the Mandatory Provisions of the Articles of Association of Companies Listed Overseas (the [Notice](#)). The Decision and the Trial Measures shall come into effect on March 31, 2023 (the [Effective Date](#)). From the effective date of the Decision and the Trial Measures, the PRC issuers should formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies, rather than the Mandatory Provisions.

In view of the above changes in PRC regulations, the Hong Kong Stock Exchange also issued the consultation document on the Proposed Amendments to the Listing Rules and Other Provisions Relating to the PRC Issuers under the New Regulator Regulations in Mainland China (the [Consultation Document](#)) on February 24, 2023, which sets out the corresponding amendments to the Listing Rules. On July 21, 2023, the Hong Kong Stock Exchange issued the summary of the Consultation Document on Amendments to the Listing Rules, and the amended Listing Rules took effect on August 1, 2023. Specifically, the Hong Kong Stock Exchange has made amendments to corresponding rules to (i) remove the class meeting and related requirements relating to the issuance of new shares by the PRC issuers; (ii) abolish Appendix 13D of the Listing Rules, which requires the articles of association of the PRC issuers must include the Mandatory Provisions and other incidental regulations; (iii) amend Chapter 9 and Chapter 19A of the Listing Rules to reflect the CSRC's filing system; (iv) delete the arbitration clause in relation to H Shareholders' disputes under the mandatory clauses; and (v) amend other contents of the Listing Rules to resolve issues arising from treating Domestic Shares and H shares as different classes. In view of this, the Company intends to amend its existing articles of association to comply with the requirements of the Listing Rules and applicable PRC laws and regulations. For details of the comparison table of the proposed amendments to the Articles of Association, please refer to Appendix II to this circular.

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

In addition, the Board proposes to the EGM and the Class Meetings to authorize an one Director to modify the orderings of such proposed amendments as he/she thinks appropriate (such modification will not be required to be approved by the Shareholders) and sign all such documents and/or do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from the proposed amendments.

Special resolutions will be proposed at the EGM and the Class Meetings to consider and approve the proposed amendments to the Articles of Association.

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Given that the Company proposes to amend its existing Articles of Association, the Company also proposes to make corresponding amendments to the Rules of Procedures for General Meetings, the Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisor Committee (the "Rules of Procedures"). For details of the comparison table of the proposed Amendments to the Rules of Procedures, please refer to Appendix III to Appendix V to this circular.

The amended Rules of Procedures for General Meetings, Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisor Committee will become effective upon consideration and approval at the EGM and the Class Meetings, prior to which the Company applies the current Rules of Procedures for General Meetings, Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisor Committee in force. The Company proposes to the general meeting to authorize the Board to make corresponding amendments to the Rules of Procedures for General Meetings, the Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisor Committee according to the final amendments to the Articles of Association adopted by the Company.

Special resolutions will be proposed at the EGM and the Class Meetings to consider and approve the proposed amendments to the Rules of Procedures for General Meetings, the Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisor Committee.

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The notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are set out on pages 19 to 25 of this circular.

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and Article 101 of the Articles, an vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

Forms of proxy for use at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting are sent to the Shareholders together with this circular. Such forms of proxy are also published on the websites of the Hong Kong Stock Exchange HKEXnews (www.hkexnews.hk) and the Company (www.knhosp.cn). Whether or not you intend to attend the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, you are requested to complete the accompanying forms of proxy in accordance with the instructions printed thereon as soon as possible, and return the same to the registered office of the Company (for Domestic Shareholders) or Computershare Hong Kong Investor Services Limited at 17M Floor, Hope Well Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) but in any event not less than 24 hours before the time appointed for the holding of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting (i.e. before 2:00 p.m. on Tuesday, September 26, 2023) or an adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting if you so desire.

As of the Latest Practicable Date, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, no Shareholder shall be required to abstain from voting on any resolution to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, nor are there any Shareholders that shall be required to abstain from voting for any resolution at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

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The Directors (including all independent non-executive Directors) consider that all resolutions set out 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 favour of such resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting as set out in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

order of the Board
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Zhejiang, the PRC
September 8, 2023

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Details of the above resolutions proposed at the EGM are contained in the Circular, 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
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Zhejiang, the PRC
September 8, 2023

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- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, September 22, 2023 to Wednesday (EGM)

3. 關於擬派發中期股息

The proposed interim dividend will be paid on or before Thursday, November 30, 2023 to all Shareholders whose names appear on the register of members of the Company on the record date (Friday, October 27, 2023). In order to qualify for the proposed interim dividend, the H Shareholders shall lodge their share certificates accompanied by the transfer documents with Compershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, October 24, 2023 for registration. For the purpose of ascertaining Shareholders who qualify for the proposed interim dividend, the register of members for H Shares will be closed from Wednesday, October 25, 2023 to Friday, October 27, 2023 (both dates inclusive).

4. 關於股東大會

- (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, Compershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The contact details of the place of business of the Company are as follows:
No. 1 Shengjin Road, Hanglong Residential District, Wenhao, 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 number is (86) 577 8877 1689.

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(a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to

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- (a) Closure of Register of Members. For the purpose 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 Friday, September 22, 2023 to Wednesday, September 27, 2023 (both dates inclusive).
- (b) Domestic Shareholders whose names appear on the register of members of the Company after the close of business on Thursday, September 21, 2023 are entitled to attend and vote in respect of the resolutions to be proposed at the Domestic Shareholders' Class Meeting.
- (c) A Domestic Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Domestic Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the Domestic Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

2.

- (a) A Domestic Shareholder eligible to attend and vote at the Domestic 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.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its authorized representative. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company not less than 24 hours before the time designated for holding of the Domestic Shareholders' Class Meeting (i.e. before 2:00 p.m. on Tuesday, September 26, 2023).
- (d) A Domestic Shareholder or his/her/its proxy may exercise the right to vote by poll.

3.

- (a) The Domestic Shareholders' Class Meeting is expected to take place immediately after the EGM and the H Shareholders' Class Meeting. Domestic Shareholders who attend the Domestic Shareholders' Class Meeting shall bear their own traveling and accommodation expenses.
- (b) The contact details of the place of business of the Company are as follows:

No. 1 Shengjin Road, Hanglong Residential District, Wenhao, Zhejiang, the PRC
Postal Code: 325000
Telephone No.: (86) 577 8877 1689
Facsimile No.: (86) 577 8878 9117
- (c) The contact person for the Domestic Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (86) 577 8877 1689.

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1. A A

1.1 In the Scheme, unless the context otherwise requires, each of the following words and expressions shall have the meaning respectively shown opposite to it:

Actual Selling Price_ the actual price at which the Award Shares are sold (net of brokerage, stock exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of such Award Shares pursuant to the Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company pursuant to Rule 14.1 of this Scheme, the consideration receivable under the related scheme or offer;

Adoption Date_ the date on which the general meeting approved this Scheme;

Articles_ the articles of association of the Company as amended from time to time;

Award_ an award granted by the Board and/or the Delegatee to a Selected Participant pursuant to the Scheme, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares paid in cash in accordance with the terms of the Scheme;

Award Letter_ shall have the meaning as set out in Rule 7.2;

Award Period_ the period commencing on the Adoption Date, and ending on the Trading Date immediately prior to the 10th anniversary of the Adoption Date;

Award Shares_ the H Shares certificate granted to a Selected Participant in an Award;

Board_ the board of directors of the Company;

Trading Date_ an date on which the stock exchange is open for the business of dealing in securities;

Company or our Company or Group_ Wenhong Kangning Hospital Co., Ltd. together with its subsidiaries;

connected person_	has the meaning ascribed thereto under the Listing Rules;
Delegatee_	the person(s) or board committee(s) to which the Board has delegated its authority;
Director(s)_	the director(s) of the Company, from time to time;
H Shares_	overseas listed foreign shares which are listed on the Stock Exchange, with a nominal value of RMB1.00 each;
HK\$_	Hong Kong dollars, the local currency of Hong Kong;
Hong Kong_	the Hong Kong Special Administrative Region of the People's Republic of China;
Listing Rules_	the Rules Governing the Listing of Securities on the Stock Exchange;
on-market transaction(s)_	the acquisition of H Shares of the Company through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations;
PRC_	the People's Republic of China;
Remuneration Committee_	the remuneration committee of the Board of the Company;
Retracted Shares_	the Award Shares set to be vested and/or cancelled under the terms of the Scheme Rules, or the H Shares to be deemed as the Retracted Shares pursuant to the Scheme Rules;

Scheme_	the H Share Award and Trust Scheme adopted by the Company in accordance with these Scheme Rules on the Adoption Date;
Scheme Rules_	the rules set out herein relating to the Scheme as amended from time to time;
Selected Participant_	an Eligible Employee who, in accordance with Rule 6, is approved for participation in the Employee Share Award Scheme and has been granted an corresponding Award under the Scheme;
SFC_	the Securities and Futures Commission of Hong Kong;
SFO_	the Securities and Futures Ordinance of Hong Kong, as amended, supplemented or otherwise modified from time to time;
Shareholder(s)_	the shareholder(s) of the Company;
Stock Exchange_	The Stock Exchange of Hong Kong Limited;
Trust_	the trust constituted by the Trust Deed to service the Scheme;
Trust Deed_	the trust deed to be entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time);
Trustee_	the trustee appointed by the Company for the purpose of the Trust, and initially, Trident Trust Company (HK) Limited, a company incorporated in Hong Kong and having its registered office at 14th Floor, Golden Centre, 188 Des Voeux Road Central, Hong Kong; and
Vesting Date_	the date or dates, as determined by the Board and/or the Delegatee on which the Award (or part thereof) is to vest in the relevant Selected Participant pursuant to Rule 9.

1.2. In these Scheme Rules, except where the context otherwise requires:

- a) references to Rules are to rules of the Scheme Rules;
- b) references to times of the day are to Hong Kong time;
- c) references to an statutory body shall include the successor thereof and an body established to replace or assume the functions of the same;
- d) if a period of time is specified as from a given date, or from the date of an act or event, it shall be calculated exclusive of that date;
- e) a reference to include, includes and including shall be deemed to be followed by the words "with limitation";
- f) a reference, express or implied, to statutes, statutory provisions or the Listing Rules shall be construed as references to those statutes, provisions or rules as respectively amended or re-enacted or as their application is modified from time to time by other provisions (whether before or after the date hereof) and shall include any statutes, provisions or rules which are re-enacted (whether with or without modification) and shall include any orders, regulations, instruments, subsidiary legislation, other subordinate legislation or practice notes under the relevant statute, provision or rule;
- g) words denoting the singular include the plural and vice versa, words importing a gender shall include every gender; and
- h) unless otherwise indicated, the Board can make determinations in its sole and absolute discretion and if the Board delegates its authority to administer the Scheme to the Delegatee, such Delegatee shall enjoy the same sole and absolute discretion.

2. 中國醫藥集團有限公司

2.1. The H Share Award and Trust Scheme of Wenho Kangning Hospital Co., Ltd. (the "Scheme"), together with its subsidiaries, the

Company's instructions. Such H Shares under the Scheme shall not exceed 5% (being 3,730,015 shares) of the total share capital of the Company following the date on which the mandate of the Scheme is approved or at the date on which the approval of updating the limit is obtained. The Awards granted to the Selected Participants shall be held by the Trustee on trust for the benefit of the Selected Participants, and the Trustee shall, for the purposes of vesting of the Award and upon the instruction of the Board and/or the Delegatee, release from the Trust the Award Shares to the Selected Participants or sell the number of Award Shares so vested through on-market transactions at the prevailing market price and pay to the Selected Participants the proceeds arising from such sale in accordance with Rule 9 and relevant provisions under the Trust Deed.

2.3. The purposes of the Scheme are:

- a) to attract, motivate and retain essential skilled and experienced core backbone members of the technicians and management to continue to strive for the continuing operation and development of the Company in the future;
- b) to deepen the reform on the Company's remuneration system, and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and effective management; and
- c) to recognize the contributions of the management and permanent employees of the Company including the Directors; to encourage, motivate and retain the management and permanent employees of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Company; and to provide additional incentive for the management and permanent employees of the Company by aligning the interests of employees, management, Shareholders to that of the Company as a whole.

3. C

3.1. The scheme is conditional upon the passing of a resolution by the shareholders to approve the adoption of the Scheme and to authorize the Board and/or its Delegatee and the Remuneration Committee to grant awards under the Scheme and to procure the transfer of and otherwise deal with the Award Shares in connection with the Scheme.

4. C

4.1. Unless the Board may decide to terminate the Scheme earlier according to these Scheme Rules, the Scheme will be effective from the Adoption Date with the period of validity for ten years, and no Award will be granted after the expiry of the period, provided that the terms and conditions of the Scheme shall be in full force and effect and binding on all concerned and that Share Awards granted during the period of validity of the Scheme shall continue to be exercised under the terms and conditions of the grant.

4.2. Subject to Rules 9.8 and 20, the Scheme shall be valid and effective for the Award Period

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- 5.3. The authority to administer the Scheme may be delegated by the Board to the Delegatee as deemed appropriate in the sole and absolute discretion of the Board, provided that nothing in this Rule 5.2 shall prejudice the Board's power to revoke such delegation at any time or derogate from the discretion vested with the Board as contemplated in Rule 5.2(b).
- 5.4. Without prejudice to the Board's general power of administration, the Board and/or the Delegatee may from time to time appoint one or more administrators, who may be independent third-party contractors, to assist in the administration of the Scheme, to whom the Delegatee shall refer all functions relating to the administration of the Scheme as they may think fit. The duration of office, terms of reference and remuneration (if any) of such administrator(s) shall be determined by the Board in its sole and absolute discretion from time to time.
- 5.5. Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board or its Delegatee may also from time to time appoint one or more Trustees in respect of granting, administration or vesting of an Award Shares.
- 5.6. Subject to the Scheme Rules, the Listing Rules and any applicable laws and regulations, the Board or the Delegatee shall have the power from time to time to:
- a) construe and interpret the Scheme Rules and the terms of the Awards granted under the Scheme;
 - b) make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they are not inconsistent with the Scheme Rules;
 - c) decide how the vesting of the Award Shares will be settled pursuant to Rule 9;
 - d) determine the basis of eligibility of an Eligible Employee for the grant of Awards from time to time on the basis of their contribution to the development and growth of the Group or such other factors deemed appropriate;
 - e) grant Awards to those Eligible Employees whom it shall select from time to time;
 - f) determine the terms and conditions of the Awards to be granted;
 - g) establish, assess and administer performance targets in respect of the Scheme;
 - h) approve the form and content of an Award Letter;
 - i) adjust the number of outstanding Award Shares or accelerate the Vesting Dates of an Awards pursuant to Rule 14;
 - j) exercise any authority as may be granted by the general meeting from time to time;

k) engage bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties for the purpose of the Scheme; and

l) sign, execute, amend and terminate all documents relating to the Scheme, undertake all procedures relevant to the Scheme and take such other steps or actions to give effect to the terms of the Scheme.

5.7. None of the Directors or an Delegatee shall be personally liable by reason of a contract or other instrument executed by him/her, or on his/her behalf or for an mistake of judgment made in good faith, for the purposes of the Scheme, and the Company shall indemnify and hold harmless each member of the Board and an Delegatee in relation to the administration or interpretation of the Scheme, against an cost or expense (including legal fees) or liability (including an sum paid in settlement of a claim with the approval of the Board) arising out of an act or omission to act in connection with the Scheme unless arising out of such person's own willful default, fraud or bad faith.

5.8. In respect of the administration of the Scheme, the Company shall comply with all applicable disclosure regulations including those imposed by the Listing Rules and all applicable PRC laws, regulations and rules.

6. ~~BOARD AND COMMITTEES~~

6.1. The Board and/or the Delegatee may, in its absolute discretion, from time to time, determine the eligibility of Participants for the Awards by taking into account the

- c) is prohibited from acting as a director or member of the senior management of a company due to occurrence of circumstances as stipulated in the Company Law of the People's Republic of China.

6.3. Notwithstanding the provision in Rule 6.1 and Rule 6.2, no grant of an Award Shares to an Selected Participant may be made and no directions or recommendations shall be given to the Trustee with respect to a grant of an Award under the circumstances below, and any such grant so made or any such direction or recommendation so given shall be null and void to the extent (and only to the extent) that it falls within the circumstances below:

- a) in any circumstances where the requisite approval from any regulatory authorities or general meeting has not been granted;
- b) in any circumstances that any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Scheme, unless the Board determines otherwise;
- c) where such grant of Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
- d) where such grant of Award would result in a breach of the limit of the Scheme;
- e) after the expiry of the Award Period or after the earlier termination of this Scheme in accordance with Rule 20 of the Scheme;
- f) where any Director is in possession of unpublished inside information (as defined under the SFO) in relation to the Company or where any Director reasonably believes there is inside information which must be disclosed pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations;
- g) during the period of 60 days immediately preceding the publication date of the annual results of the Group or, if shorter, the period from the end of the relevant financial year up to the publication date of such results; and
- h) during the period of 30 days immediately preceding the publication date of the quarterly or half-year results of the Group or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of such results.

6.4. In assessing whether to grant an Award to an Eligible Participant (the "Award"), the Board and/or the Delegatee will consider a number of factors, including but not limited to the nature and extent of the contributions made by the Selected Participant to the Company, the special skills or technical knowledge possessed by them which are beneficial to the continuous development of the Company, the positive influence brought by the Selected Participant to the business and development of the Company. In assessing eligibility of the Selected Participants in respect of the Award, the Board will consider the factors conducive to the growth of the Company, including, among others:

- a) his/her skills, knowledge, experience, expertise and other relevant personal qualities;
- b) his/her performance, time commitment, responsibilities or employment conditions and the prevailing market practice and industry standard;
- c) his/her contribution made or expected to be made to the growth of the Company; and
- d) his/her educational and professional qualifications, and knowledge in the industry.

6.5. The coverage of Selected Participant:

- a) Eligible medical staff working in the Company and/or its subsidiary;
- b) Directors (other than independent non-executive Directors);
- c) Supervisors;
- d) Senior management; and
- e) Key management members of the Company and its subsidiaries

7. Award Scheme

7.1. Subject to the relevant terms and conditions of the Scheme, the number of H Shares to be awarded may be determined by the Board and/or its Delegatee at its absolute discretion.

7.2. The Company shall issue a letter to each Selected Participant in such form as the Board and/or the Delegatee may from time to time determine, specifying the Grant Date, the manner of acceptance of the Award, the value of the Award and/or number of Award Shares underlying the Award (with the basis on which the number of Award Shares underlying the Award is arrived at), the reason of the Award, the vesting criteria and conditions, and the Vesting Date and such other details, terms and conditions as they may consider necessary and in compliance with this Scheme (each an "Award").

7.3. As soon as practicable after the grant of an Award to a Selected Participant, the Company shall provide a full executed copy of the Award Letter to the Trustee.

8. ACQUISITION OF SHARES BY THE TRUSTEE

8.1. Subject to Rules 8.4 and 15.1, the Company shall as soon as reasonably practicable, transfer to the Trustee the necessary funds and instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price.

commencement and duration of each vesting period for the share award of H Shares granted under the Scheme and the Award that may be vested to a Selected Participant for the respective vesting period shall be specified in the Award Letter approved by the Board and/or the Delegatee.

9.3. Vesting of the Award granted under the Scheme shall meet with the corresponding conditions and any other vesting conditions as stated in the Award Letter.

9.4. If the Selected Participant fails to fulfil the vesting conditions under the scheme of an award grant, all the Award Shares which may otherwise be vested during the respective vesting periods shall not be vested and shall be held by the Trustee as Retained Shares.

9.5. If the Vesting Date is not a Business Day, the Vesting Date shall, subject to any trading halt or suspension in the H Shares, be the Business Day immediately thereafter.

9.6. For the avoidance of doubt, the vesting periods of the Awards granted under an subsequent grant of the Scheme or the Awards to be satisfied by the application of any Retained Shares shall be determined by the Board and/or the Delegatee in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period at the time of grant.

9.7. For the purposes of vesting of the Award, the Board and/or the Delegatee may either:

- a) direct and procure the Trustee to release from the Trust the Award Shares to the Selected Participants by transferring the number of Award Shares to the Selected Participants in such manner as determined by them from time to time; or
- b) to the extent that, at the determination of the Board and/or the Delegatee, it is not practicable for the Selected Participant to receive the Award in H Shares solely due to legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in H Shares or the Trustee's ability to give effect to any such transfer to the Selected Participant, the Board and/or the Delegatee will direct and procure the Trustee to sell, through on-market transactions at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds in cash arising from such sale based on the Actual Selling Price of such Award Shares as set out in the Vesting Notice.

9.8. Except in the circumstances as set out in Rule 9.13, within a reasonable time period as agreed between the Trustee and the Board from time to time prior to any Vesting Date, the Board and/or the Delegatee shall send to the relevant Selected Participant a vesting notice (the "Vesting Notice"). The Board and/or the Delegatee shall forward a copy of the Vesting Notice to the Trustee and instruct the Trustee to the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board and/or the Delegatee, or be sold as soon as practicable from the Vesting Date.

9.9. Except in the circumstances as set out in Rule 9.13, subject to the receipt of the Vesting Notice and the instructions from the Board or the Delegatee, the Trustee shall transfer and release the relevant Award Shares to the relevant Selected Participant in the manner as determined by the Board or the Delegatee or sell the relevant Award Shares within an time stipulated in Rule 9.9 above and pay the Actual Selling Price to the Selected Participant within a reasonable time period in satisfaction of the Award.

9.10. Any stamp duty or other direct costs and expenses arising on vesting and transfer of the Award Shares to or for the benefit of the Selected Participants shall be borne by the Company. Any stamp duty or other direct costs and expenses arising on the sale of the Award Shares due to the vesting shall be borne by the Selected Participant.

9.11. All costs and expenses in relation to all dealings with the Award Shares after vesting and transfer of the Award Shares to the Selected Participant (as the f(releas.6(f(m-522.6(f(be)22.6(f(lI)-444.6.ComScheme57425of Award

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- d) require the Selected Participant to remit to an subsidiary, in the form of cash or a certified or bank cashier's check, an amount sufficient to satisfy Taxes or other amounts required by an governmental authority to be withheld and paid over to such authority by a subsidiary on account of the Selected Participant or to otherwise make alternative arrangements satisfactory to the Company for the payment of such amounts.

The Trustee shall not be obliged to transfer any Award Shares (or pay the Actual Selling Price of such Award Shares in cash) to a Selected Participant unless and until the Selected Participant satisfies the Trustee and the Company that such Selected Participant's obligations under this Rule have been met.

10. C A C A C A C

10.1. If a Selected Participant ceases to be an eligible Selected Participant due to changes his/her job position in the Group or the employment by the Company through signing a re-employment agreement after retirement, the outstanding Award Shares not yet vested may continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion. However, if a Selected Participant has a change in job position due to any of the following reasons:

- a) violates laws, violates professional ethics, reveals confidential information of the Company;
- b) causing damages to the interest or reputation of the Company due to the failure to discharge his/her duties, committing willful misconduct or other behaviors; or
- c) the Company terminates his/her employment contract for any of the above reasons,

the Selected Participant shall return all benefits obtained from the vesting of the Award Shares. In case of serious violations or damages, the Company reserves the right to claim compensation from the Selected Participant for losses caused by the above reasons and any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.

10.2. If a Selected Participant ceases to be an Eligible Employee by reason of disqualification from participating in the Scheme due to any of the reasons set forth in Rule 6.2 under which no one should be considered as a Selected Participant, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.

- 10.3. If a Selected Participant ceases to be an Eligible Employee because of leaving the Company and its subsidiaries due to resignation, expiration or termination of labor contract, employment or contractual relationship with the Company due to redundancy, an outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.4. If a Selected Participant ceases to be an Eligible Employee because of retirement based on national regulations and the rules of the Company and subject to the above Rule 10.1, an outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.5. If a Selected Participant ceases to be an Eligible Employee because of termination of labor contract, employment or contractual engagement with the Group or resignation due to incapacitating from work injury, an outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter or other vesting procedures determined by the Board and/or the Delegatee, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.6. If a Selected Participant ceases to be an Eligible Employee because of termination of labor contract, employment or contractual engagement with the Company and its subsidiaries or resignation due to incapacitating from non-work injury, an outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.7. If a Selected Participant ceases to be an Eligible Employee because of death of the Selected Participant due to work injury, an outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter or other vesting procedures determined by the Board and/or the Delegatee, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion. The
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10.10. In the event that an Award or an part thereof to a Selected Participant vests by reason of the death of such Selected Participant, the Trustee shall hold such number of Award Shares as are equal to the vested Award Shares or the Actual Selling Price (hereinafter referred to as **Benefits**) on trust and to transfer the same to the legal agent of the Selected Participant within one year of the death of the Selected Participant (or such longer period as the Trustee and the Company shall agree from time to time) or, if the Benefits should otherwise become bona vacantia, the Benefits shall be forfeited and cease to be transferable and such Benefits shall be held by the Trustee as Returned Shares or funds of the Trust for the d3r sI(s ch)-359.9(Bes)-3r th.6(.9(Bes)-3r(.9(Bes)-3r-359.9(b)lr-35r)TJT r.,5

11.3. An actual or purported breach of Rules 11.1 and 11.2 shall entitle the Company to cancel an outstanding Award or part thereof granted to such Selected Participant. For this purpose, a determination from the legal department of the Company or such other person(s) delegated this function by the Board, to the effect that the Selected Participant has or has not breached any of the foregoing shall be final and conclusive as to such Selected Participant.

11.4. A Selected Participant has no right to vote at general meetings of the Company. No Selected Participant shall enjoy any of the rights of a shareholder by virtue of the grant of Awards pursuant to the Scheme, unless and until such Award Shares related to the Selected Participant are actually transferred to the Selected Participant upon vesting. A Selected Participant shall have no right to any cash or non-cash income, dividend or distribution and/or proceeds of non-cash and non-script distributions related to the Award or the Selected Participant, unless the Board and/or the Delegatee determines in its sole absolute discretion and specifies in the Award Agreement.

11.5. The Trustee holding vested shares, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

12. **12.1. For the avoidance of doubt:**

- a) a Selected Participant shall have only a contingent interest in the Award subject to the vesting of such Award in accordance with Rules 9 and 14;
- b) no instructions may be given by a Selected Participant to the Trustee in respect of the Award or any other property of the Trust and the Trustee shall not follow instructions given by a Selected Participant to the Trustee in respect of the Award or any other property of the Trust;
- c) neither the Selected Participant nor the Trustee may exercise any voting rights attached to any H Shares held by the Trustee under the Trust (including any Award Shares that have not vested);
- d) a Selected Participant shall have no right to any dividend underlying the non-vested Award Shares or any of the Returned Shares or any dividend, right to any cash or non-cash income, distribution, sale proceeds of non-cash and non-script distributions underlying the Returned Shares, all of which shall be retained by the Trustee for the

benefit of the Scheme, including but not limited to the payment of costs in connection with the operations of the Scheme such as the fees of professional parties engaged by the Company for the purpose of this Scheme from time to time;

- e) a Selected Participant shall have no rights in the balance of the fractional shares arising out of consolidation of H Shares (if any) and such H Shares shall be deemed as Returned Shares for the purposes of the Scheme;
- f) in the case of the death of a Selected Participant, the Benefits shall be forfeited if no transfer of the Benefits to the legal personal representatives of the Selected Participant is made within the period prescribed in Rule 10.10 and the legal personal representatives of the Selected Participant shall have no claims against the Company or the Trustee; and
- g) in the event a Selected Participant ceases to be an Eligible Employee on or prior to

13.4. The Selected Participant undertakes to the Group that for so long as he/she is employed by the Company or another member within the Group he/she will devote his/her full time and attention to the business of the Group and will use his/her best endeavours to develop the business and interests of the Group and will not be concerned with any other (competitive or other) business.

13.5. The Selected Participant undertakes to the Group that he/she will strictly abide by the post-employment obligations under the employment contract and the proprietary information and invention agreement entered into with the Company.

14. Events of Change of Control

14.1. If there is an event of change in control of the Company by way of a merger, a privatisation of the Company by way of a debt restructuring plan or by way of an offer, change of actual control of the Company involving reorganisation of major assets, the Company no longer exists after merger with another company, or division of the Company, the Board and/or the Delegatee shall in its sole and absolute discretion determine whether the Vesting Dates of Awards will be accelerated or the Scheme will be terminated.

For the purpose of Rule 14.1, control shall have the meaning as specified in the Codes on Takeovers and Mergers and Share Buy-backs issued and amended by the SFC from time to time.

14.2. Nil-paid Rights

14.2. In the event the Company undertakes an open offer of new securities, the Trustee shall not subscribe for any new H Shares. In the event of a rights issue, the Trustee shall seek instructions from the Company on the steps or actions to be taken in relation to the nil-paid rights allotted to it and the net proceeds of sale of such rights shall be held as part of the funds in the Trust.

14.3. Bonds

14.3. In the event the Company issues bonds or warrants in respect of any H Shares which are held by the Trustee, the Trustee shall not, unless otherwise instructed by the Company, subscribe for any new H Shares by exercising any of the subscription rights attached to the bonds or warrants, and shall sell the bonds or warrants created and granted to it, and the net proceeds of sale of such bonds or warrants shall be held as funds of the Trust.

14.4. In the event that the Company undertakes a scrip dividend scheme, the Trustee shall elect to receive the scrip H Shares and such H Shares shall be held as part of the funds in the Trust. In the event that the Company undertakes a cash or scrip dividend, the Trustee shall elect to receive cash at any time and it shall be deemed as the cash income of an H Share held upon the Trust.

14.5. In the event that the Company undertakes a split-division or consolidation of the H Shares, corresponding changes shall be made to the number of outstanding RSUs that have been granted provided that the adjustments shall be made in such manner as the Board determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants. The Board or the Delegatee shall as soon as practicable after such split-division or consolidation has taken effect, notify each such Selected Participant of the number of RSUs that he/she has become entitled to on vesting after such split-division or consolidation (as the case may be).

14.6. In the event of an non-cash distribution or other events not referred to above by reason of which the Board considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding RSUs of each Selected Participant as the Board shall consider to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participant. The Company shall provide such funds, or such directions on application of the Returned Shares or other funds in the Trust, as may be required to enable the Trustee to purchase H Shares at the prevailing market price to satisfy the additional Award.

14.7. In the event of other non-cash and non-scrip distributions made by the Company not otherwise referred to in the Scheme Rules in respect of the H Shares held upon Trust, the Trustee shall sell such distribution and the net sale proceeds thereof shall be deemed as cash income of an H Share held upon the Trust.

14.8. If notice is delivered by the Company to its shareholders to convene a general meeting for the purpose of considering a resolution for the voluntary winding-up of the Company (other than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company are passed to a successor company) or an order of winding-up of the Company is made, the Board or the Delegatee shall determine at its discretion whether such RSU shall vest in the Selected Participants and the time at which such RSU shall vest. If the Board determines that an RSU shall vest, it shall promptly notify the Selected

Participant and shall use its reasonable endeavors to procure the Trustee to take such action as may be necessary to transfer the legal and beneficial ownership of the H Shares underlying the RSUs which are to become vested in such Selected Participant or pay the sum the holder has received in respect of the Awards upon exercise to such Selected Participant according to the procedures provided in Rule 9.11 as applicable.

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14.9.

16. A A A

16.1. The Trustee shall hold Retained Shares to be applied to awards for the Awards in accordance with the provisions hereof for the purpose of the Scheme. When H Shares have been deemed to be Retained Shares under the Scheme Rules, the Trustee shall notify the Company accordingly.

17. A A A

17.1. Any decision to be made under the Scheme, including matters of interpretation with respect to the Scheme Rules, shall be made by the Board and/or the Delegatee. The Board shall determine any question of interpretation and settle any dispute arising under or in connection with this Scheme. The decision by the Board shall be final and binding.

18. A A A C

18.1. Subject to the Scheme Limit, the Scheme may be altered or supplemented in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Participant hereunder. The altered Scheme shall comply with the applicable provisions of the Listing Rules.

18.2. Where the Board alters the Scheme, the independent non-executive Directors shall express independent opinion on whether the altered Scheme facilitates the sustainable development of the Company and whether the altered Scheme impairs the interests of the Company and the Shareholders as a whole.

18.3. Subject to the Listing Rules and if the initial grant of the Awards has been approved by the Board, the Remuneration Committee, independent non-executive directors and/or shareholders of the Company (as the case may be), any alterations to the terms of the Awards granted to the grantee shall be approved by the Board, the Remuneration Committee, independent non-executive directors and/or shareholders of the Company (as the case may be). This Rule shall not apply to the alteration to the automatic effectiveness under the existing terms of the Scheme. The altered Scheme shall comply with the applicable provisions of the Listing Rules.

19. CA C A A A A

19.1. The Board and/or the Delegatee may in its sole and absolute discretion cancel an Award that has not vested or been forfeited, provided that it shall not affect the subsisting rights of any Selected Participant.

19.2. Unless otherwise provided by the Board, in the event that the vesting conditions (if any) specified in an Award Letter are not fully satisfied prior to or on the relevant Vesting Date, the award of the RSU shall lapse, such RSU shall not vest on the relevant Vesting Date and the Selected Participant shall have no claims against the Company, any other member

of the Group, the Board, the Delegatee, the Trust or the Trustee; and in the event that the Selected Participant ceases to be an Eligible Person on or prior to the relevant Vesting Date in accordance with Rule 10 of the Scheme and the Award in respect of the relevant Vesting Date shall lapse or be forfeited pursuant to the Scheme, such Award shall not vest on the relevant Vesting Date and the Selected Participant shall have no claims against the Company, any other member of the Group, the Board, the Delegatee, the Trust or the Trustee, unless the Board or the Delegatee determines otherwise at its sole and absolute discretion.

20. Termination of Awards

20.1. Subject to Rule 4, the Scheme shall terminate on the earlier of:

- a) the end of the Award Period except in respect of any non-vested Award Shares granted hereunder prior to the expiration of the Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Scheme; or
- b) such date of early termination as determined by the Board. For the avoidance of doubt, the change in the subsisting rights of a Selected Participant in this Rule refers solely to a change in the rights in respect of the RSUs already granted to a Selected Participant. On the last trading day following the settlement, lapse, forfeiture or cancellation (as the case may be) under the Scheme, the Trustee shall (i) sell outstanding Awards remaining in the Trust within a reasonable time period as agreed between the Trustee and the Company upon receiving notice of the settlement, lapse, forfeiture or cancellation (as the case may be) (or such longer period as the Company may otherwise determine), and remit all cash and net proceeds of such sale referred to in this Rule and other funds remaining in the Trust (after making appropriate deductions in respect of all disposal costs in accordance with the Trust Deed) to the Company; or (ii) return the outstanding balance of the H Shares remaining in the Trust to the Group in the manner as instructed by the Board or the Delegatee, subject to the compliance with the Listing Rules or any applicable rules and regulations.

21. No Contract of Employment

21.1. The Scheme shall not form part of any contract of employment between the Company or any Subsidiary and any Eligible Employee, and the rights and obligations of any Eligible Employee under the terms of his/her office or employment shall not be affected by his/her participation in the Scheme or any right which he/she may have to participate in it and the Scheme shall afford such Eligible Employee no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason.

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- 21.8. Save as specifically provided herein, the Scheme shall not confer on any person any legal or equitable rights (other than those constituting and attaching to the Award Shares themselves) against the Group directly or indirectly or give rise to any cause of action at law or in equity against the Group. No person shall, under any circumstances, hold the Board or the Delegatee and/or the Company liable for any costs, losses, expenses and/or damages whatsoever arising from or in connection with the Scheme or the administration thereof.
- 21.9. In the event that an Award lapses in accordance with the Scheme Rules, no Selected Participants shall be entitled to any compensation for any loss or any right or benefit or prospective right or benefit under the Scheme which he/she might otherwise have enjoyed.
- 21.10. The Scheme shall operate subject to the Articles and to any restrictions under any applicable laws, rules and regulations.
- 21.11. By participating in the Scheme, the Selected Participant consents to the holding, processing, storage and use of personal data or information concerning him/her as a member of the Group, the Trustee or other third party service provider, in Hong Kong or elsewhere, for the purpose of the administration, management or operation of the Scheme. Such consent permits, but is not limited to, the following:
- a) the administration and maintenance of records of the Selected Participant;
 - b) the provision of data or information to members of the Group, the Trustee, registrars, brokers or third-party administrators or managers of the Scheme, in Hong Kong or elsewhere;
 - c) the provision of data or information to future purchasers or merger partners of the Company, the Selected Participant's employing company, or the business in which the Selected Participant works;
 - d) the transfer of data or information about the Selected Participant to a country or territory outside the Selected Participant's home country which may not provide the same statutory protection for the information as his/her home country; and
 - e) in the case where an announcement is required to be made or a circular is required to be despatched pursuant to the Listing Rules or other applicable laws, rules and regulations for the purposes of granting an Award, the disclosure of the identity of such Selected Participant, the number of Award Shares and the terms of the Award granted and/or to be granted and all other information as required under the Listing Rules or other applicable laws, rules and regulations.

The Selected Participant is entitled, on payment of a reasonable fee, to a copy of the personal data held about him/her, and if such personal data is inaccurate, the Selected Participant has the right to have it corrected.

22.

22.1. The Board shall determine any question of interpretation and settle any dispute arising under or in connection with this Scheme. In such matters, the Board's decision shall be final.

23.

23.1. The Scheme shall be governed by and construed in accordance with the laws of Hong Kong Special Administrative Region of the People's Republic of China.

	B	A	
1	<p>Article 1 To safeguard the legitimate rights and interests of Wenho Kangning Hospital Co., Ltd. (the Company) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the Company Law), the Securities Law of PRC (the Securities Law), the Special Provisions of the State Council 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 Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Repl of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han 2019 No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules), and other relevant provisions.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Wenho Kangning Hospital Co., Ltd. (the Company) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the Company Law), the Securities Law of PRC (the Securities Law), the Special Provisions of the State Council 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 Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Repl of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han 2019 No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Listing Rules), and other relevant provisions.</p>	<p>The deletion is made due to the repeal of the relevant regulations</p>

	B Business	A Business	Mandator Provisions
2	<p>Article 2</p> <p>ith the B siness License (registration n mber 33030000004 4161) granted.</p> <p>.....</p>	<p>Article 2</p> <p>ith the B siness License (registration n mber 330300000044161 (: 91330300254421649) granted.</p> <p>.....</p>	/
3	<p>Article 9</p> <p>Witho t prej dice to the pro isions of Article 244, and according to these Articles of Association, one shareholder ma s e the other shareholders, and the shareholders ma s e the Compan 's directors, s per isors and senior management. The shareholders ma s e the Compan . The Compan ma s e the shareholders, directors, s per isors and senior management.</p> <p>.....</p>	<p>Article 9</p> <p>Witho t prej dice to the pro isions of Article 244, and Aaccording to these Articles of Association, one shareholder ma s e the other shareholders, and the shareholders ma s e the Compan 's directors, s per isors and senior management. The shareholders ma s e the Compan . The Compan ma s e the shareholders, directors, s per isors and senior management.</p> <p>.....</p>	<p>The amendment as made accordingl de to the original Article 244 is req ired to be deleted as the Mandator Pro isions for Articles of Association of Companies to be Listed O rseas (the Mandator Pro isions_) as abolished</p>
4	<p>Article 13 The Compan shall ha e ordinar shares at all times. It ma ha e other classes of shares as needed, pon appro al b the a thorities a thori ed b the State Co ncil.</p>	/	<p>This article as deleted as the Mandator Pro isions as abolished, and the serial n mbers of a thorities3303il.Co ncie</p> <p>.....</p>

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7	<p>Article 18 As approved by the approval authorities of the Company authorized by the State Council, 50,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. 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3.	Wenhong Jinning Equity 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 Tanqing Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%																																																																
5.	Wang Hong'e	3,984,350	5.3409%																																																																
6.	Wang Lian'e	3,794,500	5.0864%																																																																
7.	Wind Impact Equity Investment (Jiating) 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%																																																																
	Name	Number of Shares	Percentage																																																																
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9	<p>Article 21 After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Company's Board may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company's plan for issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the securities regulatory authorities under the State Council, unless otherwise stipulated by the securities regulatory authorities under the State Council.</p>	/	<p>This article is deleted as the Mandator Provisions are abolished</p>
10	<p>Article 22 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for either such single issuance to be fully subscribed, the shares may be issued in tranches, subject to the approval of the securities regulatory authorities under the State Council.</p>	/	<p>This article is deleted as the Mandator Provisions are abolished</p>

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13	<p>Article 27 If a director, s per isor or senior management of the Compan , or a shareholder holding more than 5% of the shares of the Compan sells the shares of the Compan ithin si months after b ing those shares, or b s the shares ithin si months after selling those shares, all the gains arising thereof shall belong to the Compan , and s ch gains shall be collected b the Board of the Compan . B t if a sec rities compan nder rites nsold shares, thereb holding more than 5% of the shares, the sale of these shares shall not be s bject to the said si -month restriction. If listing r les of the stock e change of the place(s) in hich the shares of the Compan are listed pro ide other ise on restrictions on transfers of H shares, s ch r les shall pre ail.</p> <p>If the Compan 's Board does not e ec te in compliance ith the preceding paragraph, the shareholders can req est the Board to do so ithin 30 da s. If the Board does not enforce s ch right ithin the aforesaid period, the shareholders are entitled to commence litigations in co rt in their o n names for the interest of the Compan .</p> <p>If the Compan 's Board does not e ec te in compliance ith the first paragraph, the director(s) liable shall ass me joint and se eral responsibilities p rs ant to la s.</p>	<p>Article 274 If a director, s per isor or senior management of the Compan , or a shareholder holding more than 5% of the shares of the Compan sells the shares <u>of the Compan</u> ithin si months after b ing those shares, or b s the shares ithin si months after selling those shares, all the gains arising thereof shall belong to the Compan , and s ch gains shall be collected b the Board of the Compan . B t if a sec rities compan nder rites nsold shares, thereb holding more than 5% of the shares, the sale of these shares shall not be s bject to the said si -month restriction. If listing r les of the stock e change of the place(s) in hich the shares of the Compan are listed pro ide other ise on restrictions on transfers of H shares, s ch r les shall pre ail.</p> <p><u>of the Compan</u></p>	

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14	<p>Article 33 In the event of a repurchase of shares by the Company an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and</p>		

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15	<p>Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (2) of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of Article 31 hereof may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article 31 hereof shall not exceed 10% of the shares outstanding in accordance with the provisions hereunder.</p>		

11. 269()-378.7269()-269()-378.7269()-278.769()-269()- ()-737()-48103)-697.2(48103 -)-

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18	<p>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 40 The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depositary receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depositary practice of the listing venue.</p>	<p>CHAPTER 65 SHARE CERTIFICATES—AND—REGISTER OF SHAREHOLDERS</p> <p>Article 40<u>33</u> The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depositary receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depositary practice of the listing venue.</p>	<p>1. The adjustment to the chapter title with reference to the Guidelines on Articles of Association, and the subsequent chapter titles were amended accordingly, which is also applicable to the same situation below;</p> <p>2. Certain contents of this article were deleted as the Mandator Provisions as abolished</p>

	B B B	A B B	B B B
	<p>During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities</p>		

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	<p>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</p>	<p>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</p>	

	B	A	
	<p>(3) the purchaser 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.</p> <p>(4) the purchaser of the shares authorises the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p>	<p>(3) the purchaser 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.</p> <p>(4) the purchaser of the shares authorises the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p>	
19	<p>Article 41 The share certificates shall be signed by the chairman of the Board. Where the signatures of senior management of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. Under a resolution of the Board, the Company may stamp on share certificate. The signature of legal representative or of senior management on the share certificates may also be in printed form. In the circumstance of paperless issuance and trading of the shares of the Company, provisions otherwise provided by local securities regulator authorities of the place(s) in which shares of the Company are listed shall prevail.</p>	/	<p>This article is deleted as the Mandator Provisions are abolished and currently the paperless regime has been implemented when issuing shares</p>

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20	<p>Article 42 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	<p>Article 42⁴²³⁴ The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>Article 4234 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	

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21	<p>Article 44 to Article 46, and Article 49 to Article 52</p> <p>.....</p>	/	<p>These articles were deleted as the Mandator Provisions as abolished</p>
23	<p>CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS</p>	/	<p>The adjustments, such as deleting this chapter title and including the original articles of this chapter into CHAPTER 5 SHAREHOLDERS, were made with reference to the Guidelines on Articles of Association</p>
24	<p>Article 53 The Company's shareholders are persons who hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>Shareholders of each class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>Article 53<u>338</u> The Company's shareholders are persons who hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>Shareholders of each class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>The adjustment as made with reference to the Guidelines on Articles of Association, and certain contents of this article have been stipulated in the amended Article 34. To avoid repetition, certain contents of this article were deleted</p>

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	<p>Where two or more persons registered as joint shareholders of a share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</p> <p>(1) The Company needs not register more than four persons as joint shareholders for a share;</p> <p>(2) All joint shareholders of a share shall bear the joint liabilities for all the payable amount of the relevant share.</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of re-issuing the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</p>	<p>Where two or more persons registered as joint shareholders of a share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</p> <p>(1) The Company needs not register more than four persons as joint shareholders for a share;</p> <p>(2) All joint shareholders of a share shall bear the joint liabilities for all the payable amount of the relevant share.</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of re-issuing the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</p>	

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	<p>(2) For joint shareholders of an 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 pro forma; provided, however, where the number 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 sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</p> <p>Where one of the joint shareholders delivers a receipt to the Company as regards to an dividend, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	<p>(2) For joint shareholders of an 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 pro forma; provided, however, where the number 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 sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</p> <p>Where one of the joint shareholders delivers a receipt to the Company as regards to an dividend, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	

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25	<p>Article 54 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and profit distributions in other forms according to the number of shares held by them;</p> <p>(2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company's operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as</p>		


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	<p>2. Having the right to access and make a copy, after payment of reasonable charges, of:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal information of the directors, supervisors and senior management of the Company, including:</p> <p>a current and previous names and aliases;</p> <p>b main address (domicile);</p> <p>c nationalities;</p> <p>d full-time and all other part-time occupations and duties;</p> <p>e identification credentials and their numbers.</p> <p>(3) the status of the Company's issued share capital;</p> <p>(4) reports of the aggregate purchase, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;</p> <p>(5) bonds, minutes of general meetings, special resolutions of the Company, resolutions of board</p>		

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	<p>(7) copy of the latest annual report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable.</p> <p>Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available to the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect free of charge. Minutes of general meetings shall only be made available for inspection to shareholders of the Company.</p> <p>(6) When the Company terminates or liquidates, its share of remaining assets of the Company according to the shares held will be distributed;</p> <p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to acquire his shares;</p> <p>(8) Other rights under the laws, administrative regulations, departmental regulations and these Articles of Association.</p> <p>The Company shall not exercise power only because a person who directly or indirectly owns equity interest does not disclose its equity interest to the Company to fraudulently or by other means to damage any rights attached to the shares of the person.</p>	<p>(7) copy of the latest annual report which has been filed with the competent administration for industry and commerce or other competent authorities, if applicable.</p> <p>Documents set out in item (1) and items (3) to (7) above and any other applicable documents shall be made available to the Company, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect free of charge. Minutes of general meetings shall only be made available for inspection to shareholders of the Company.</p> <p>(6) When the Company terminates or liquidates, its share of remaining assets of the Company according to the shares held will be distributed;</p> <p>(7) If a shareholder dissents from the merger or division of the Company at a general meeting, he may request the Company to acquire his shares;</p> <p>(8) Other rights under the laws, administrative regulations, departmental regulations and these Articles of Association.</p> <p>The Company shall not exercise power only because a person who directly or indirectly owns equity interest does not disclose its equity interest to the Company to fraudulently or by other means to damage any rights attached to the shares of the person.</p>	

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26	<p>Article 61 The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.</p> <p>The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restricting of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.</p>	<p>Article 61<u>646</u> The controlling shareholder or de facto controller</p>	

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	<p>In addition to the obligations under the law, administrative regulations or the listing rules 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 prejudicial to the interests of all or part of the shareholders as a result of the exercise of their voting rights on the issues set forth below:</p> <p>(1) Discharging the responsibilities of a director or supervisor to act honestly in the best interest of the Company;</p> <p>(2) Approving a director or supervisor (for his own or others' benefit) to deprive the Company of its property in form, including (but not limited to) opportunities that are favorable to the Company;</p> <p>(3) Approving a director or supervisor (for his own or others' benefit) to deprive other shareholders of their personal interests, including (but not limited to) the rights to distributions and voting rights, but not including restrictions of the Company submitted to and passed at the shareholders' general meeting in accordance with these Articles of Association.</p>	<p>In addition to the obligations under the law, administrative regulations or the listing rules 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 prejudicial to the interests</p> <p>rights on the issues set forth below:</p> <p>(1) Discharging the responsibilities of</p>	

№	Вопрос	Ответ	Дата

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29	<p>Article 69 T o of independent non-ec ti e directors are entitled to propose to con ene an e traordinar general meeting to the Board. Concerning the proposal of con ening an e traordinar general meeting req ested b the independent non-ec ti e directors, the Board shall, in accordance ith the req irements of the la s, administrati e reg lations and these Articles of Association, repl ith a ritten opinion to state hether it agrees or disagrees to con ene an e traordinar general meeting ithin 10 da s pon receipt of the proposal.</p> <p>.....</p>	<p>Article 6954 T o of Independent non-ec ti e directors are entitled to propose to con ene an e traordinar general meeting to the Board. Concerning the proposal of con ening an e traordinar general meeting req ested b the independent non-ec ti e directors, the Board shall, in accordance ith the req irements of the la s, administrati e reg lations and these Articles of Association, repl ith a ritten opinion to state hether it agrees or disagrees to con ene an e traordinar general meeting ithin 10 da s pon receipt of the proposal.</p> <p>.....</p> <p style="text-align: center;">  </p>	<p>The amendment as made in accordance ith the G idelines on Articles of Association</p>

	B	A	
30	<p>Article 71 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations 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 upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>Article 71<u>56</u> Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations 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 upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association</p>

	B	A	
	<p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisor Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, the convening shareholder shall submit the relevant proof materials to the securities regulator authority and relevant stock exchange where the Company is located.</p>	<p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisor Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, the convening shareholder shall submit the relevant proof materials to the securities regulator authority and relevant stock exchange where the Company is located.</p>	

	B English	A Chinese	C Cantonese
31	<p>Article 74.....</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73 herein, no voting for resolutions shall be carried out at the general meeting.</p>	<p>Article 74<u>59</u>.....</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 73<u>58</u> herein, no voting for resolutions shall be carried out at the general meeting.</p>	/
32	<p>Article 75 Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 75<u>60</u> Where an annual general meeting is convened by the Company, it shall inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier)</p>	

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33	<p>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 prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulator authority under the State Council within the period of 20 Hong Kong business days before an annual general meeting is held, or 10 Hong Kong business days or 15 days (whichever is earlier) before an extraordinary general meeting is held. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	/	<p>As the Mandator Provisions as abolished, and provisions on notice has been stipulated in the revised Article 60. To avoid repetition, this article as deleted</p>

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34	<p>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, regulations and these Articles of Association.</p> <p>An 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.</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder's right to speak at the general meeting;</p> <p>(2) The right to demand by himself or jointly with others in voting by a poll;</p> <p>(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll.</p>		

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35	<p>Article 85 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signator shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>Article 85<u>69</u> The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signator shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>The relevant content of this article as deleted as the Mandator Provisions as abolished</p>
36	<p>Article 86 An form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p>Article 86<u>70</u> An form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p>The relevant content of this article as deleted as the Mandator Provisions as abolished</p>

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37	<p>Article 102 to Article 103:</p> <p>.....</p>	/	<p>These articles were deleted as the Mandator Provisions as abolished</p>
38	<p>Article 105 The following matters shall be passed by a of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of all kinds of shares, warrants and other similar securities by the Company ;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company ;</p> <p>(4) Amendment to these Articles of Association;</p> <p>(5) Acquisition and disposal of material assets within one year by the Company and interests that in whole or a guarantee amount exceeding 30% of the latest audited total assets of the Company ;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters required by the laws, administrative regulations, listing rules 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 a of ordinary resolutions and deemed to be of significant impact to the Company and therefore required to be passed by a of special resolutions.</p>	<p>Article 105<u>87</u> The following matters shall be passed by a of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of all kinds of shares, warrants and other similar securities by the Company ;</p> <p>(2) Issue of corporate bonds;</p> <p>(3<u>2</u>) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company ;</p> <p>(4<u>3</u>) Amendment to these Articles of Association;</p> <p>(5<u>4</u>) Acquisition and disposal of material assets within one year by the Company and interests that in whole or a guarantee amount exceeding 30% of the latest audited total assets of the Company ;</p> <p>(6<u>5</u>) Equity incentive plan;</p> <p>(7<u>6</u>) Other matters required by the laws, administrative regulations, listing rules 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 a of ordinary resolutions and deemed to be of significant impact to the Company and therefore required to be passed by a of special resolutions.</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association</p>

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39	<p>Article 106 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed according to the voting results. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article 106⁸⁸ The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association</p>
40	<p>CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS</p> <p>Article 110 to Article 117:</p> <p>.....</p>	<p style="text-align: center;">/</p>	<p>This chapter as deleted in accordance with the Guidelines on Articles of Association as the Mandator Provisions as abolished</p>
41	<p>CHAPTER 10 BOARD OF DIRECTORS</p>	<p>CHAPTER 10⁷ BOARD OF DIRECTORS</p>	<p style="text-align: center;">/</p>
42	<p>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 above mentioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.</p> <p>Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by a majority of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages payable to an contract.</p>	<p>Article 120⁹⁴ 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 above mentioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.</p> <p>Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by a majority of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages payable to an contract.</p>	<p>The amendment as made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>

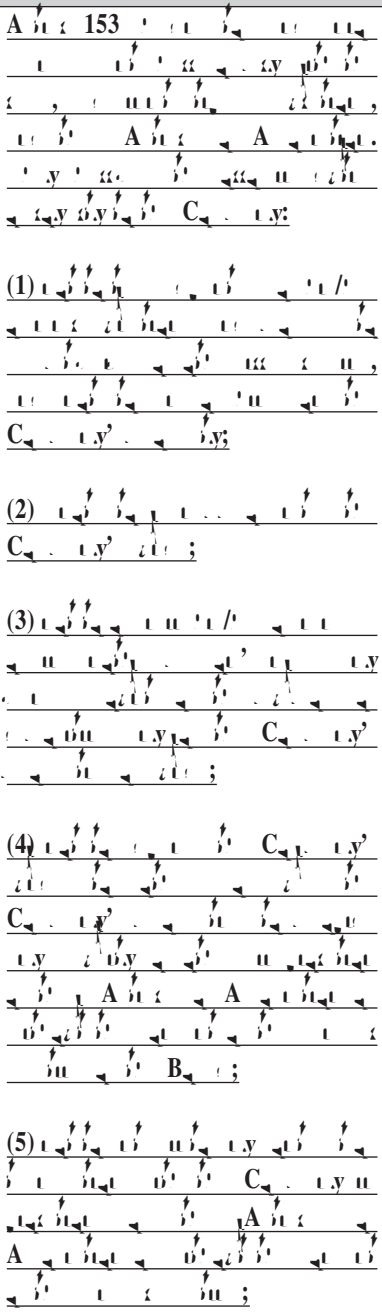
	B Articles	A Articles	Notes
43	<p>Article 126</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15 of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	<p>Article 126<u>00</u></p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15<u>2</u> of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	/
44	<p>Article 133 The Board exercises the following functions and powers:</p> <p>.....</p> <p>(9) Within the scope authorized by the general meeting, to decide, among others, the Company's internal investment, purchase and sale of assets, provision of securities on the Company's assets, matters on internal</p>		

	B	A	
45	<p>Article 136 When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.</p> <p>.....</p>	/	<p>This article is deleted as the Mandator Provisions are abolished</p>
46	<p>Article 138 The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and shareholders 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining of such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, a shareholder holding more than one tenth voting rights, more than one third of the directors or the Shareholder 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 upon receipt of the proposal, and shall give written notice to all directors and shareholders 5 days before the meeting is held.</p> <p>.....</p>	<p>Article 13811 The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and shareholders 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining of such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, a shareholder holding more than one tenth voting rights, more than one third of the directors or the Shareholder 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 5 days upon receipt of the proposal, and shall give written notice to all directors and shareholders 5 3 days before the meeting is held.</p> <p>.....</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association</p>

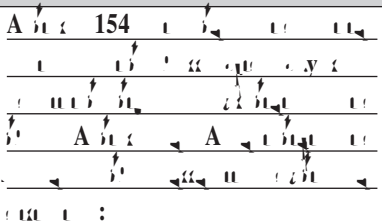
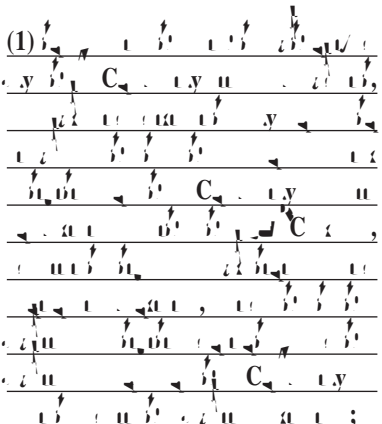

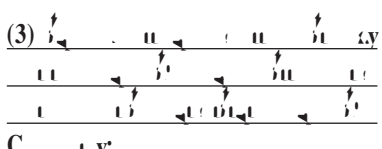
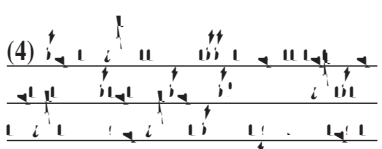
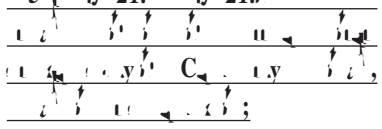
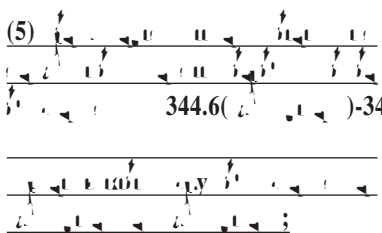
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47	<p>Article 139 The notice of Board meetings may be delivered in the manner(s) as set out in Article 240 of these Articles of Association.</p> <p>.....</p>	<p>Article 13912 The notice of Board meetings may be delivered in the manner(s) as set out in Article 240194 of these Articles of Association.</p> <p>.....</p>	/
48	<p>Article 168 A s per isor shall faithfully perform his or her s per isor d ties in accordance ith the provisions of la s, administrati e regulations and these Articles of Association.</p> <p>.....</p>	<p>Article 16840 A s per isor shall faithfully perform his or her s per isor d ties in accordance ith the provisions of la s, administrati e regulations and these Articles of Association.</p> <p>.....</p>	The amendment as made in accordance ith the Guidelines on Articles of Association
49	<p>Article 170 The S per isor Committee shall be composed of five s per isors, one of hom shall be the chairman of the S per isor Committee.</p> <p>The appointment and dismissal of the chairman of the S per isor Committee shall be passed b more than t o-thirds of its members.</p>	<p>Article 17043 The S per isor Committee shall be composed of five s per isors, one of hom shall be the chairman of the S per isor Committee.</p> <p>The appointment and dismissal of the chairman of the S per isor Committee shall be passed b more than t o-thirds of its members.</p>	The amendment as made in accordance ith the Guidelines on Articles of Association
50	<p>Article 175</p> <p>Resolutions at the meeting of the board of s per isors shall be passed b more than t o-thirds of the s per isors' otes.</p>	<p>Article 17548</p> <p>Resolutions at the meeting of the board of s per isors shall be passed b more than t o-thirds of its members.</p>	



	B	A	
51	<p>(5) A person who bears a relatively large amount of debts due and outstanding;</p> <p>(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law here said in investigation or prosecution is not yet concluded;</p> <p>(7) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired;</p> <p>(8) An one who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities;</p> <p>(9) An one judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts here less than 5 years has elapsed since the date on which the judgment was made;</p> <p>(10) An one who is not a natural person;</p>	<p>(5) A person who bears a relatively large amount of debts due and outstanding;</p> <p>(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law here said in investigation or prosecution is not yet concluded;</p> <p>(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law here said in investigation or prosecution is not yet concluded;</p> <p>(7) A person who is prohibited from entering the securities market by the competent securities authority under the State Council and the aforesaid prohibition period has not yet expired;</p> <p>(8) An one who may not serve as a head of the company pursuant to the provisions of the laws and administrative regulations, or rules and regulations of the competent authorities;</p> <p>(9) An one judged by the competent authorities to be in violation of the provisions of the relevant securities laws, has been involved in fraud or dishonest acts here less than 5 years has elapsed since the date on which the judgment was made;</p> <p>(10) An one who is not a natural person;</p>	

	B	A	
53	/	<p>A 153</p>  <p>(1)</p> <p>(2)</p> <p>(3)</p> <p>(4)</p> <p>(5)</p>	<p>This article is added in accordance with the Guidelines on Articles of Association</p>

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53		<p>(6)</p> <p>(7)</p> <p>(8)</p> <p>(9)</p> <p>(10)</p>	

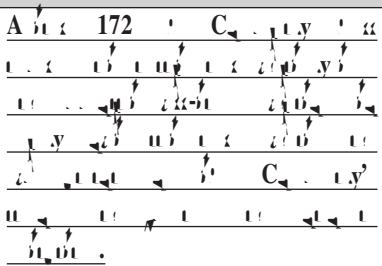
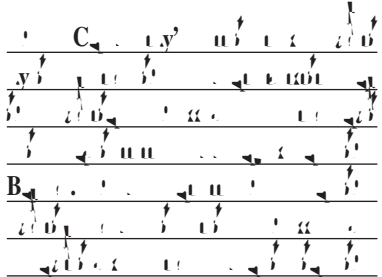

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54	/	<p>A 154</p>  <p>(1)</p>  <p>(2)</p>  <p>(3)</p>  <p>(4)</p>  <p>5 21. 21.</p>  <p>(5)</p> 	<p>This article as added in accordance with the Guidelines on Articles of Association</p> <p>344.6(1)-344.6(1)-344.6(1)-344.6(1)-</p>

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54		<p>(6)</p>	

	B	A	
55	<p>Article 201 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein in this Chapter.</p> <p>The financial reports mentioned in the preceding paragraph shall include the report of the Board, together with the balance sheet (including each document required to be attached thereto in accordance with the laws and administrative regulations of the PRC or others), profit and loss account or income and expenditure statement, or (to the extent that it is not in violation of the relevant PRC laws) the summary of financial reports approved by Hong Kong Stock Exchange.</p> <p>At least 21 days before the annual general meeting is convened, and in any event no more than four 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 (including through 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 regulations or listing rules 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.</p> <p>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 upon the completion of each six-month period.</p>	/	This article is deleted in accordance with the Guidelines on Articles of Association

	B	A	
56	<p>Article 206 The common capital reserve shall include the following funds:</p> <p>(1) the premiums obtained from the issue of shares in excess of the par;</p> <p>(2) such other reserve required to be included in the capital common reserve by the State Council's competent department in charge of finance.</p>	/	<p>This article as deleted as the Mandator Provisions as abolished</p>
57	<p>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 distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p>The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	<p>Article 211<u>169</u> The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p>The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	<p>The amendment as made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>

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57	<p>The Company has the right to cease delivering scrip dividend warrants to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery.</p> <p>In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, through an independent director, that the original warrants have been destroyed.</p> <p>The Company has the right to sell the shares of a holder of the overseas-listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</p> <p>(1) during a period of twelve years, there have been at least three distributions of scrip dividends in respect of the shares in question and no dividend during that period has been claimed;</p> <p>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or more newspapers in the place where the Company is listed and shall notify the stock exchange(s) of such listing of such shares of such intention.</p>	<p>The Company has the right to cease delivering scrip dividend warrants to holders;</p>	

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58	/	<p>A 172 C</p>  <p>C</p>  <p>B</p> 	<p>This article as added in accordance with the Guidelines on Articles of Association</p>

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60	<p>Article 216 An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or documents of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(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 accounting firm of the Company.</p>	<p>Article 216175 An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or documents of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(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 accounting firm of the Company.</p> <p style="text-align: center;"><u>Company</u></p>	

	B	A	
61	Article 217 to Article 218, and Article 220: 	/	These articles were deleted as the Mandator Provisions as abolished
62	Article 219 The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	Article 219 <u>176</u> The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	The amendment as made in accordance with the Guidelines on Articles of Association

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63	<p>Article 221 Where the Company dismisses or no longer reappoint an accounting firm,</p> <p>(1) The accounting firm may resign from its position through placing the resignation notice in writing at the legal address of the Company. Such 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 include the following statements:</p> <p>1. in its opinions that its resignation does not include an statement that should be made to shareholders or</p>		

	B u l l e t i n	A r t i c l e	C h a n g e
	<p>(3) If the accounting firm's resignation notice contains an statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	<p>(3) If the accounting firm's resignation notice contains an statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	
64	<p>Article 222 The merger or division of the Company shall require the proposal put forward by the Board. After such proposal has been passed in accordance with the procedures specified in the Articles of Association of the Company, the relevant examination and approval procedures regarding such proposal shall be carried out according to laws. Shareholders that object to such proposal on the merger or division of the Company shall have the right to require the Company or shareholders who are in favor of such proposal on merger or division to purchase their shares at a fair price. The contents of such resolutions approving the merger or division of the Company shall be compiled into a special document for inspection by shareholders.</p> <p>For holders of overseas-listed foreign shares, the foregoing documents shall be served by post or in a manner permitted by the relevant laws, regulations or listing rules the merger or division of</p>		

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65	<p>Article 226 The Compan shall be dissolved and liquidated pursuant to laws should the Compan be under any of the following circumstances:</p> <p>(1) Any of the cases for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Compan ;</p> <p>(4) The Compan is declared bankrupt according to laws for being unable to pay its debts;</p> <p>(5) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p>(6) In the event that the Compan has encountered serious difficulties in operation and management and that the interests of the shareholders of the Compan are caused to suffer from substantial loss due to the continuing existence of the Compan while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Compan may file an application with the people's court to dissolve the Compan pursuant to laws.</p>	<p>Article 226<u>181</u> The Compan shall be dissolved and liquidated pursuant to laws should the Compan be under any of the following circumstances:</p> <p>(1) Any of the cases for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Compan ;</p> <p>(4) The Compan is declared bankrupt according to laws for being unable to pay its debts;</p> <p>(5) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p>(6) In the event that the Compan has encountered serious difficulties in operation and management and that the interests of the shareholders of the Compan are caused to suffer from substantial loss due to the continuing existence of the Compan while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Compan may file an application with the people's court to dissolve the Compan pursuant to laws.</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association as the Mandator Provisions as abolished</p>

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66	<p>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 liquidation team shall be formed within 15 days of the occurrence of the cases of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or another person as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation.</p> <p>Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation team to carry out liquidation.</p>	<p>Article 227<u>182</u> Where the Company is dissolved according to the provisions of Article 226<u>181</u> (1), (2), (4) (5) or (6) of these Articles of Association, a liquidation team shall be formed within 15 days of the occurrence of the cases of dissolution, to carry out liquidation. The liquidation team shall be composed of the directors or another person as determined by the general meeting. Where no liquidation team is formed within the time limit, the creditors may file an application with the people's court to designate relevant persons to form a liquidation team to carry out liquidation.</p> <p>Where the Company is dissolved according to the provisions of Article 226 (4) of these Articles of Association, the people's court shall, in accordance with relevant laws, arrange for the shareholders, relevant authorities and relevant professionals to establish a liquidation team to carry out liquidation.</p>	/



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68	<p>Article 233 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, a re-entrance and dependence statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.</p>	<p>Article 233<u>187</u> Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, and a re-entrance and dependence statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents and <u>Article 187</u> to the company registration authority to apply for the company de-registration; and to announce that the Company is terminated.</p>	<p>The amendment as made in accordance with the Guidelines on Articles of Association</p>

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69	<p>CHAPTER 20 NOTICE</p> <p>Article 240 Notices of the Company may be served through means as follows:</p> <p>.....</p> <p>Unless the context otherwise requires, announcement referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulator agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong</p>		



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<p>4</p> <p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisor Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, the shall submit the relevant proof materials to the securities regulator authority and relevant stock exchange where the Company is located.</p>	<p>(3) If the Board disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or collectively holding more than 10% of the shares of the Company are entitled to request the Supervisor Committee in writing to convene an extraordinary general meeting or class meeting.</p> <p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p> <p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves.</p> <p>Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, the shall submit the relevant proof materials to the securities regulator authority and relevant stock exchange where the Company is located.</p>

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5	<p>Article 15 Where a general meeting is convened by the Company, it shall issue 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.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 15 Where an general meeting is convened by the Company, it shall issue a written notice 45-20 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.</p> <p>15</p> <p>()</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>
6	<p>Article 16 The Company shall calculate the number of shares with voting rights represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of shares with voting rights represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's shares with voting rights, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not pass a resolution on matters not specified in the notice.</p>	/

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7	<p>Article 19 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 prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulator under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	/
8	<p>Article 22</p> <p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxies as he thinks fit to act as his proxies at a general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (with presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the validity granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>	<p>Article 22<u>0</u></p> <p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxies as he thinks fit to act as his proxies at a general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (with presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the validity granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>

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9	<p>Article 25 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signator shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>Article 253 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signator shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>
10	<p>Article 26 An form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favor of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p>Article 264 771.9sJ8(771.9sJ)-797.4ote771.-498.4(the)TJET</p>

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11	<p>Article 44 The following matters shall be passed by a majority of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of any kinds of shares, warrants and other similar securities by the Company ;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company ;</p> <p>(4) Amendment to these Articles of Association;</p> <p>(5) Equity incentive plan;</p> <p>(6) Other matters required by the laws, administrative regulations, listing rules 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 a majority of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by a majority of special resolutions.</p>	<p>Article 442 The following matters shall be passed by a majority of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of any kinds of shares, warrants and other similar securities by the Company ;</p> <p>(2) Issue of corporate bonds;</p> <p>(32) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company ;</p> <p>(43) Amendment to these Articles of Association;</p> <p>(54) Equity incentive plan;</p> <p>(65) Other matters required by the laws, administrative regulations, listing rules 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 a majority of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by a majority of special resolutions.</p>
12	<p>Article 45 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article 453 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>

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13	<p>CHAPTER 8 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS</p> <p>Article 49 to Article 56:</p> <p>.....</p>	/
14	<p>Article 59 The R les are form lated b the Board of Directors, and shall be appended to the Articles of Association. As appro ed b the general meeting, the R les shall be effecti e from the date on hich the o erseas-listed foreign shares to be iss ed b the Compan are being listed and traded on The Stock E change of Hong Kong Limited. An amendments to the R les shall be made thro gh amendments proposed b the Board of Directors, and shall be effecti e after being appro ed b the general meeting.</p>	<p>Article 59 The R les are form lated b the Board of Directors, and shall be appended to the Articles of Association. As appro ed b the general meeting, The R les shall be effecti e from the date on <u>appro al b the general meeting</u> hich the o erseas-listed foreign shares to be iss ed b the Compan are being listed and traded on The Stock E change of Hong Kong Limited. An amendments to the R les shall be made thro gh amendments proposed b the Board of Directors, and shall be effecti e after being appro ed b the general meeting.</p>

...: 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 ha e been adj sted accordngl , hich are not sho ed separatel .

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3	<p>Article 6 The chairman, an shareholder holding more than one tenth voting rights, more than one third of the directors or the board of s per isors or the general manager ma propose the holding of an e traordinar meeting of the Board. The chairman of the Board shall con ene and preside o er the e traordinar meeting of the Board ithin 10 da s pon receipt of the proposal, and shall gi e ritten notice to all directors and s per isors 5 da s before the meeting is held.</p> <p>.....</p>	<p>Article 6 The chairman, an shareholder holding more than one tenth voting rights, more than one third of the directors or the board of s per isors or the general manager ma propose the holding of an e traordinar meeting of the Board. The chairman of the Board shall con ene and preside o er the e traordinar meeting of the Board ithin 10<u>5</u> da s pon receipt of the proposal, and shall gi e ritten notice to all directors and s per isors <u>5</u> da s before the meeting is held.</p> <p>.....</p>
4	<p>Article 8 For a reg lar meeting, the Office shall gi e a ritten notice, together ith the materials, to all directors, s per isors, the general manager and secretar to the Board fo rteen da s in ad ance. For an e traordinar meeting, the chairman shall instr ct the secretar to the Board to gi e a notice 5 da s in ad ance. For the notice not sent b hand, the Office shall confirm receipt thro gh phone and keep rele ant records.</p> <p>In case of rgenc , the e traordinar board meeting ma be held pon appro al b 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, pro ided that reasonable notice shall be gi en to directors, s per isors and the general manager.</p>	<p>Article 8 For a reg lar meeting, the Office shall gi e a ritten notice, together ith the materials, to all directors, s per isors, the general manager and secretar to the Board fo rteen da s in ad ance. For an e traordinar meeting, the chairman shall instr ct the secretar to the Board to gi e a notice <u>5</u> da s in ad ance. For the notice not sent b hand, the Office shall confirm receipt thro gh phone and keep rele ant records.</p> <p>In case of rgenc , the e traordinar board meeting ma be held pon appro al b 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, pro ided that reasonable notice shall be gi en to directors, s per isors and the general manager.</p>
5	<p>Article 10 A notice of Board meeting shall incl de the follo ing contents:</p> <ul style="list-style-type: none"> (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) Con ening mode. 	<p>Article 10 A notice of Board meeting shall incl de the follo ing contents:</p> <ul style="list-style-type: none"> (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) Con ening mode.

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6	<p>Article 12 Except for the situations specified in Article 144 of the Articles of Association and Article 21 of these rules and procedures here the Board reviews connected transactions, the meeting of the Board shall not be held unless more than half of the directors are present.</p> <p>.....</p>	<p>Article 12 Except for the situations specified in Article 14417 of the Articles of Association and Article 21 of these rules and procedures here the Board reviews connected transactions, the meeting of the Board shall not be held unless more than half of the directors are present.</p> <p>.....</p>
7	<p>Article 33 The Board shall formulate these Rules, 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 issued by the Company on The Stock Exchange of Hong Kong Limited. An amendment hereto shall be proposed by the Board and approved at a general meeting before taking effect.</p>	<p>Article 33 The Board shall formulate these Rules, which shall be appended to the Articles of Association and, after approved at a general meeting, effective from the date since 383.7(general)-tfs9-8m.the</p>

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1	<p>Article 1 In order to ensure the standardized operation of Wenho Kangning Hospital Co., Ltd. (hereinafter referred to as the Company), enhance the efficiency and scientificity of the decision making level of the Supervisor Committee and safeguard the interests of the Company and legitimate interests of shareholders, these rules and procedures of the Supervisor Committee (the Rules) are hereby formulated in accordance with the overseas and domestic regulatory laws and regulations including the Company Law of the People's Republic of China, the Mandatory Provisions for the Articles of Association of Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Listing Rules) as well as the Articles of Association of Wenho Kangning Hospital Co., Ltd. (after the issue of H shares) (hereinafter referred to as the Articles of Association).</p>	<p>Article 1 In order to ensure the standardized operation of Wenho Kangning Hospital Co., Ltd. (hereinafter referred to as the Company), enhance the efficiency and scientificity of the decision making level of the Supervisor Committee and safeguard the interests of the Company and legitimate interests of shareholders, these rules and procedures of the Supervisor Committee (the Rules) are hereby formulated in accordance with the overseas and domestic regulatory laws and regulations including the Company Law of the People's Republic of China, the Mandatory Provisions for the Articles of Association of Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Listing Rules) as well as the Articles of Association of Wenho Kangning Hospital Co., Ltd. (after the issue of H shares) (hereinafter referred to as the Articles of Association).</p>
2	<p>Article 13 Voting at the meeting of Supervisor Committee shall be carried out by disclosed ballot and each supervisor shall have one vote.</p> <p>The voting intentions available to supervisors are affirmation, opposition or abstention. Every attending supervisor shall choose one of the above. Where a supervisor does not make a choice or makes two or more choices, the chairman of the meeting shall require the supervisor to make the choice again. Otherwise, the supervisor shall be deemed to abstain from voting; a supervisor who has left the meeting mid-air without coming back and has not made a choice shall be deemed to abstain from voting.</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.</p>	<p>Article 13 Voting at the meeting of Supervisor Committee shall be carried out by disclosed ballot and each supervisor shall have one vote.</p> <p>The voting intentions available to supervisors are affirmation, opposition or abstention. Every attending supervisor shall choose one of the above. Where a supervisor does not make a choice or makes two or more choices, the chairman of the meeting shall require the supervisor to make the choice again. Otherwise, the supervisor shall be deemed to abstain from voting; a supervisor who has left the meeting mid-air without coming back and has not made a choice shall be deemed to abstain from voting.</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds <u>1/2</u> of the supervisors' votes.</p>

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<p>3 Article 17 The S per isor Committee shall form late these r les of proced res, hich shall be appended to the Articles of Association and, after being appro ed at a general meeting, effecti e from the date on hich the o erseas listed foreign shares iss ed b the Compan are listed and commence trading on the Stock E change of Hong Kong Limited. An amendment hereto shall be proposed b the S per isor Committee and appro ed at a general meeting before taking effect.</p>	<p>Article 17 The S per isor Committee shall form late these r les of proced res, hich shall be appended to the Articles of Association and, after being appro ed at a general meeting, effecti e from the date on <u>approval b the general meeting</u> hich the o erseas listed foreign shares iss ed b the Compan are listed and commence trading on the Stock E change of Hong Kong Limited. An amendment hereto shall be proposed b the S per isor Committee and appro ed at a general meeting before taking effect.</p>