

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

Zhejiang Sanhua Intelligent Controls Co., Ltd.,

should at once



**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.**

**浙江三花智能控制股份有限公司**

*(A company listed on the Shanghai Stock Exchange)*

(Stock Code: 2050)

**RESOLUTION ON AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ITS APPENDICES  
RESOLUTION ON AMENDMENTS TO  
CERTAIN CORPORATE GOVERNANCE SYSTEMS  
2025 HALF-YEAR PROFIT DISTRIBUTION PLAN  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Board of Directors of Zhejiang Sanhua Intelligent Controls Co., Ltd. (the "Company") has resolved to hold an Extraordinary General Meeting of the Company on July 21, 2025, at 2:00 PM, at the Company's headquarters, No. 10...

The Extraordinary General Meeting of the Company will be held on July 21, 2025, at 2:00 PM, at the Company's headquarters, No. 10... The meeting will discuss and vote on the following resolutions: (1) Resolution on Amendments to the Articles of Association and its Appendices; (2) Resolution on Amendments to Certain Corporate Governance Systems; (3) Resolution on the 2025 Half-Year Profit Distribution Plan.

The Board of Directors of the Company has resolved to hold an Extraordinary General Meeting of the Company on July 21, 2025, at 2:00 PM, at the Company's headquarters, No. 10...

July 21, 2025

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1.  $\int_{-\infty}^{\infty} \delta(x) dx = 1$  (normalization)

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LETTER FROM THE BOARD



ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

(A company listed on the Shanghai Stock Exchange, Shanghai Securities Exchange)

(Stock Code: 2050)

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

March 20, 2022

Dear Shareholders,

Dear Shareholders,

INTRODUCTION

Dear Shareholders, the Board of Directors of Zhejiang Sanhua Intelligent Controls Co., Ltd. (hereinafter referred to as "the Company") has held a meeting on March 10, 2022, to discuss and approve the 2021 Annual Report of the Company.

The 2021 Annual Report of the Company is divided into two parts: (1) the 2021 Annual Report of the Company, and (2) the 2021 Annual Report of the Company's subsidiaries. The 2021 Annual Report of the Company is available on the Shanghai Stock Exchange website (www.sse.com.cn) and the Company's website (www.sanhua.com.cn).

# LETTER FROM THE BOARD

## SPECIAL RESOLUTION

### 1. Resolution on Amendments to the Articles of Association and its Appendices

The Board of Directors of the Company has proposed to the General Meeting of Shareholders on March 1, 2024, amendments to the Articles of Association and its Appendices of the Company as follows:

The proposed amendments are intended to improve the Company's corporate governance and to enhance the transparency of its financial reporting. The amendments include changes to the composition and powers of the Board of Directors, the appointment and removal of directors, and the procedures for the election and removal of directors. The amendments also include changes to the Company's financial reporting policies and procedures, and to the Company's internal control systems. The Board of Directors believes that these amendments are necessary to ensure the Company's long-term success and to protect the interests of its shareholders.

The proposed amendments are set forth in the attached draft amendments to the Articles of Association and its Appendices, including the **《股東大會議事規則》** and **《股東會議事規則》**.

The Board of Directors requests the General Meeting of Shareholders to approve the proposed amendments to the Articles of Association and its Appendices. The Board of Directors also requests the General Meeting of Shareholders to authorize the Board of Directors to take any necessary actions to implement the proposed amendments.

The Board of Directors also proposes to amend the Company's financial reporting policies and procedures to ensure that the Company's financial statements are prepared in accordance with the highest standards of accuracy and transparency. The amendments include changes to the Company's accounting policies and procedures, and to the Company's internal control systems. The Board of Directors believes that these amendments are necessary to ensure the Company's financial reporting is reliable and transparent, and to protect the interests of its shareholders.

The Board of Directors has proposed to the General Meeting of Shareholders on March 1, 2024, amendments to the Company's financial reporting policies and procedures as follows:

## ORDINARY RESOLUTIONS

### 2. Resolution on Amendments to Certain Corporate Governance Systems

The Board of Directors of the Company has proposed to the General Meeting of Shareholders amendments to certain Corporate Governance Systems of the Company as follows:

**Corporate Governance Systems→**

The proposed amendments are intended to improve the Company's corporate governance and to enhance the transparency of its financial reporting. The amendments include changes to the composition and powers of the Board of Directors, the appointment and removal of directors, and the procedures for the election and removal of directors. The amendments also include changes to the Company's financial reporting policies and procedures, and to the Company's internal control systems. The Board of Directors believes that these amendments are necessary to ensure the Company's long-term success and to protect the interests of its shareholders.

# LETTER FROM THE BOARD

## 《關於新 公司法 配套制度規則實施相關過渡期安排》

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... 1, 202<sup>1</sup>

### 3. 2025 Half-year Profit Distribution Plan

202<sup>1</sup> ... 2,10, 0,1.1.1 ( ... )

202<sup>1</sup> ... 1, 2, 0 ... 2, 20, 1, 1, 202<sup>1</sup> ... 1, 1, 2, 0 ... 0, 202<sup>1</sup> ... 1.20 ( ... ), 10.

1, 1, 1, 1 ( ... **2025 Interim Dividend** - ) ... , 20, 21, 21,

*Note*

20, 2, 1, 2, 0, 21

The following table shows the results of the experiment. The first column shows the number of trials, the second column shows the number of correct responses, and the third column shows the percentage of correct responses. The data shows that the percentage of correct responses increases as the number of trials increases, suggesting that the subjects are learning the task.

The results of the experiment are consistent with the hypothesis that the subjects are learning the task. The percentage of correct responses increases as the number of trials increases, suggesting that the subjects are learning the task.

The results of the experiment are consistent with the hypothesis that the subjects are learning the task. The percentage of correct responses increases as the number of trials increases, suggesting that the subjects are learning the task.

# LETTER FROM THE BOARD

## HONG KONG LISTING RULES REQUIREMENT

Under the Companies Ordinance (CO) and the Securities and Futures Ordinance (SFO), the Board of Directors of Zhejiang Sanhua Intelligent Controls Co., Ltd. (the "Company") is required to provide a written statement to the shareholders of the Company regarding the Company's compliance with the requirements of the Hong Kong Listing Rules. The Board has reviewed the Company's compliance with the requirements of the Hong Kong Listing Rules and is satisfied that the Company has complied with the requirements of the Hong Kong Listing Rules.

## RESPONSIBILITY STATEMENT

The Board of Directors of the Company is responsible for the preparation and the accuracy of the financial statements of the Company. The Board has reviewed the financial statements of the Company and is satisfied that the financial statements of the Company are true and fair and that the financial statements of the Company comply with the requirements of the Hong Kong Listing Rules.

## RECOMMENDATION

The Board of Directors of the Company recommends that the shareholders of the Company approve the financial statements of the Company for the year ended 31 December 2023.

## ADDITIONAL INFORMATION

The Board of Directors of the Company has no other information to disclose to the shareholders of the Company.

For and on behalf of  
Zhejiang Sanhua Intelligent Controls Co., Ltd.  
Zhang Yabo  
City of Hangzhou, Zhejiang Province, P.R. China

NOTICE OF EXTRAORDINARY GENERAL MEETING



ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

(A company listed on the Shanghai Stock Exchange) (Stock Code: 2050)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN... 2025... EGM... Company... 21... 2, 2025... 2.00...

SPECIAL RESOLUTION:

- 1. ...

ORDINARY RESOLUTIONS:

- 2. ...

Zhejiang Sanhua Intelligent Controls Co., Ltd. Zhang Yabo

2025

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**1. Eligibility for attending the EGM and date of registration of members for H Shares**

The Company has fixed the date of the Extraordinary General Meeting to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka. The Company has also fixed the date of registration for H Shares to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka.

**2. Proposed distribution of the 2025 Interim Dividend and the record date for holders of H Shares**

The Board of Directors has proposed to pay an interim dividend of 2.00% on the H Shares for the year ended 31<sup>st</sup> December 2025, which is payable on 11<sup>th</sup> April 2022. The record date for the holders of H Shares to be eligible for the interim dividend is 11<sup>th</sup> April 2022.

**3. Proxy**

- (1) The Company has fixed the date of the Extraordinary General Meeting to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka.
- (2) The Company has also fixed the date of registration for H Shares to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka.

**4. Registration procedures for attending the EGM**

The Company has fixed the date of the Extraordinary General Meeting to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka.

**5. Voting by poll**

The Company has fixed the date of the Extraordinary General Meeting to be held on 21<sup>st</sup> April 2022, at 10:30 a.m. at the Company's registered office, 12-11, 1st Floor, Leventis Building, Victoria Road, Colombo 03, Sri Lanka.

# NOTICE OF EXTRAORDINARY GENERAL MEETING

**6. Miscellaneous**

(1) 本公司董事會決議，將本公司之盈餘撥充公積金，其分配辦法如下：

(2) 本公司之盈餘撥充公積金如下：

1. 21% 盈餘撥充公積金  
 2. 盈餘撥充公積金  
 3. 盈餘撥充公積金  
 4. 盈餘撥充公積金  
 5. 盈餘撥充公積金  
 6. 盈餘撥充公積金  
 7. 盈餘撥充公積金  
 8. 盈餘撥充公積金 (張宇青)

(3) 本公司之盈餘撥充公積金如下：

A. 盈餘撥充公積金如下：  
 (C. 盈餘撥充公積金 B. 盈餘撥充公積金), M. A G D / 盈餘撥充公積金, M. I / 盈餘撥充公積金, CHE 盈餘撥充公積金;  
 盈餘撥充公積金, C. 盈餘撥充公積金, M. HA G / 盈餘撥充公積金, E J / 盈餘撥充公積金;  
 盈餘撥充公積金, C. 盈餘撥充公積金, M. BA E / 盈餘撥充公積金, HI J / 盈餘撥充公積金, A / 盈餘撥充公積金, GE J / 盈餘撥充公積金.

1. COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. 本會由下列人員組成：(一) 股東；(二) 董事；(三) 監事；(四) 經理；(五) 其他人員。

- 1. 本會由下列人員組成：(一) 股東大會—股東會—(二) 董事—種類—(三) 監事—類別—(四) 經理—(五) 其他人員。

2. 本會設董事長一人，由全體股東選舉產生，為本會對外代表。董事長由全體股東選舉產生，為本會對外代表。董事長由全體股東選舉產生，為本會對外代表。董事長由全體股東選舉產生，為本會對外代表。

Before Amendment	After Amendment
<p><b>Article 1</b></p> <p>本會由下列人員組成：(一) 股東；(二) 董事；(三) 監事；(四) 經理；(五) 其他人員。</p> <p>(浙江三花智能控制股份有限公司)</p>	<p><b>Article 1</b></p> <p>本會由下列人員組成：(一) 股東大會—股東會—(二) 董事—種類—(三) 監事—類別—(四) 經理—(五) 其他人員。</p> <p>(浙江三花智能控制股份有限公司)</p> <p><b>employees</b></p>

Before Amendment	After Amendment
<p><b>Article 2</b></p> <p>1, 2001, (上市工作領導小組)</p> <p>(2001) 10,</p> <p>(三花不二工機有限公司)</p> <p><b>Administration for Industry and Commerce</b> (浙江省工商行政管理局)</p>	<p><b>Article 2</b></p> <p>1, 2001, (上市工作領導小組)</p> <p>(2001) 10,</p> <p>(三花不二工機有限公司)</p> <p><b>Administration for Market Regulation</b> (浙江省市場監督管理局) and a unified social credit code of 913300006096907427.</p>
<p><b>Article 4</b></p> <p>浙江三花智能控制股份有限公司</p> <p>浙江三花智能控制股份有限公司</p>	<p><b>Article 4</b></p> <p>浙江三花智能控制股份有限公司</p>
<p><b>Article 8</b></p> <p>0</p>	<p><b>Article 8</b> The director who represents the Company to carry out the Company's affairs is the legal representative of the Company. If the director who holds the position of the legal representative</p> <p>0</p>

<b>Before Amendment</b>	<b>After Amendment</b>
<p><b>New Article</b></p>	<p><b>Article 9</b> The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.</p> <p>Restrictions on the authority of the legal representative imposed by the Articles or the general meeting shall not be enforceable against bona fide counterparty.</p> <p>If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the laws or the Articles.</p>
<p><b>Article 9</b> _____ _____ _____ held _____ assets.</p>	<p><b>Article 10</b> _____ subscribed _____ _____ properties.</p>
<p><b>Article 10</b> _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____</p>	<p><b>Article 11</b> _____ _____ _____ _____ _____ _____ _____ _____ _____ _____ _____</p>

Before Amendment	After Amendment
<p><b>Article 11</b> ... <del>technical officer,</del> ... <del>the person in charge of financial affairs.</del></p>	<p><b>Article 12</b> ... <b>chief executive officer,</b> ... <b>chief engineer,</b> ... <b>chief financial officer,</b> and other personnel stipulated in the Articles.</p>
<p><b>Article 15</b> ...</p>	<p><b>Article 16</b> ...</p>
<p><b>Article 16</b> ... <b>the shares</b> ...</p>	<p><b>Article 17</b> ... <b>par value shares</b> ...</p>

Before Amendment	After Amendment
<p><b>Article 20</b></p> <p>( )</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p><b>Article 21</b></p> <p>( )</p> <p>provide financial assistance for other persons to obtain the shares of the Company or its parent company _____, loans _____, except for the implementation of the employee stock ownership plan by the Company.</p> <p>In the interests of the Company, by a resolution of the general meeting or by a resolution of the board of directors in accordance with the Articles or the authorization of the general meeting, the Company may provide financial assistance for other persons to obtain the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the board of directors shall be passed by more than two-thirds of all directors.</p>

Before Amendment	After Amendment
<p><b>Article 21</b></p> <p>(i) <b>Public</b></p> <p>(ii) <b>Non-public</b></p> <p>(iii)</p> <p>(iv)</p> <p>(v) <b>permitted</b></p>	<p><b>Article 22</b></p> <p>(i) <b>to non-specially designated investors</b></p> <p>(ii) <b>to specially designated investors</b></p> <p>(iii)</p> <p>(iv)</p> <p>(v) <b>prescribed relevant regulatory authorities.</b></p>
<p><b>Article 22</b></p>	<p><b>Article 23</b></p>



Before Amendment	After Amendment
<p><b>Article 25</b></p> <p>Article 23 shall be amended to read:</p> <p><del>(c) (i) of Article 23</del></p> <p>(iii), (iv) - (v) of Article 23</p> <p><b>Article 23</b></p> <p>(c) 10</p> <p>(i) - (ii)</p> <p>(iii), (iv) - (v)</p> <p>10% <b>total</b></p>	<p><b>Article 26</b></p> <p>Article 24 shall be amended to read:</p> <p>pursuant to (i) - (ii) in the first paragraph of Article 24</p> <p>(iii), (iv) - (v) in the first paragraph of Article 24</p> <p><b>Article 24</b></p> <p>the first paragraph of Article 24</p> <p>(c) 10</p> <p>(i) - (ii)</p> <p>(iii), (iv) - (v)</p> <p>10% <b>total number of</b></p>
<p><b>Article 26</b> may</p>	<p><b>Article 27</b> shall</p>
<p><b>Article 27</b></p>	<p><b>Article 28</b></p>





Before Amendment	After Amendment
<p><b>Article 30</b></p> <p>...</p>	<p><b>Deleted Article</b></p>
<p><b>Article 31</b></p> <p>...</p>	<p><b>Deleted Article</b></p>
<p><b>Article 32</b></p> <p>...</p>	<p><b>Article 31</b></p> <p>... and settlement. The register of members shall be sufficient evidence of the shareholders' shareholding in the Company.</p>

Before Amendment	After Amendment
<p><b>Article 34</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv) <b>advising on</b></p> <p>(v)</p>	<p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p>

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Before Amendment	After Amendment
	<p>Where the people’s court makes a judgment or ruling on a relevant matter, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, the requirements of the securities regulatory rules of the places where the Company’s shares are listed, fully explain the impact, and actively cooperate with the enforcement of the judgment or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.</p>
<p><b>New Article</b></p>	<p><b>Article 36 Resolutions of a general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:</b></p> <ul style="list-style-type: none"> <li><b>(I) the resolution was not made by a general meeting or a board meeting;</b></li> <li><b>(II) the resolution was not voted on at a general meeting or a board meeting;</b></li> <li><b>(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles;</b></li> <li><b>(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles.</b></li> </ul>

Before Amendment	After Amendment
<p><b>Article 37</b></p> <p>1%</p> <p>1/0</p> <p><b>board of supervisors</b></p> <p><b>board of supervisors</b></p> <p><b>board of supervisors</b></p> <p><b>board of supervisors</b></p> <p>0</p>	<p><b>Article 37</b></p> <p><b>other than members of the audit committee</b></p> <p>1%</p> <p>1/0</p> <p><b>audit committee</b></p> <p><b>audit committee</b></p> <p><b>members of the audit committee</b></p> <p><b>the above-mentioned</b></p> <p><b>audit committee</b></p> <p>0</p>

Before Amendment	After Amendment
<p>1. If directors, supervisors and senior management of the wholly-owned subsidiaries of the Company cause losses to the Company for violation of the requirements of laws, administrative regulations or the Articles during performance of their duties, or if others infringe on the legitimate rights and interests of the wholly-owned subsidiaries of the Company and cause losses, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, may submit a written request to the board of supervisors and board of directors of such wholly-owned subsidiaries of the Company to bring a suit to the people's court or directly bring a suit to the people's court in their own names in accordance with the first three paragraphs of Article 189 of the Company Law.</p>	<p>1. If directors, supervisors and senior management of the wholly-owned subsidiaries of the Company cause losses to the Company for violation of the requirements of laws, administrative regulations or the Articles during performance of their duties, or if others infringe on the legitimate rights and interests of the wholly-owned subsidiaries of the Company and cause losses, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 days continuously, may submit a written request to the board of supervisors and board of directors of such wholly-owned subsidiaries of the Company to bring a suit to the people's court or directly bring a suit to the people's court in their own names in accordance with the first three paragraphs of Article 189 of the Company Law.</p>

Before Amendment	After Amendment
<p><b>Article 39</b> ...</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>(iv) ...</p> <p>(v) ...</p>	<p><b>Article 39</b> ...</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>(iv) ...</p> <p>(v) ...</p>

Before Amendment	After Amendment
New Article	<p><b>Article 40</b> Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for compensation according to the law. Where shareholders of the Company abuse the independent legal person status of the Company and the limited liabilities of shareholders for evading repayment of debts, and thereby materially prejudicing the interests of the creditors of the Company, they shall be jointly and severally liable for the debts of the Company.</p>
Addition	<p><b>Section 2</b> Controlling Shareholders and De Facto Controllers</p>
<p><b>Article 40</b> / <del>Shareholders of the Company who abuse their rights as shareholders and thereby cause losses to the Company or other shareholders shall be liable for compensation according to the law. Where shareholders of the Company abuse the independent legal person status of the Company and the limited liabilities of shareholders for evading repayment of debts, and thereby materially prejudicing the interests of the creditors of the Company, they shall be jointly and severally liable for the debts of the Company.</del></p>	Deleted Article

Before Amendment	After Amendment
<p><b>Article 41</b></p> <p>The controlling shareholders or de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, provisions of the securities regulatory rules of the places where the Company's shares are listed, and safeguard the interests of the listed company.</p>	<p><b>Deleted Article</b></p>
<p><b>New Article</b></p>	<p><b>Article 41</b> The controlling shareholders or de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, provisions of the securities regulatory rules of the places where the Company's shares are listed, and safeguard the interests of the listed company.</p>

Before Amendment	After Amendment
New Article	<p><b>Article 42 The controlling shareholders or de facto controllers of the Company shall comply with the following provisions:</b></p> <p><b>(I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their related relations to prejudice the legitimate interests of the Company or other shareholders;</b></p> <p><b>(II) to strictly implement the public statements and undertakings made and shall not change or waive them without authorisation;</b></p> <p><b>(III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;</b></p> <p><b>(IV) not to appropriate the Company's funds in any way;</b></p> <p><b>(V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;</b></p>

Before Amendment	After Amendment
	<p>(VI) not to make use of the Company's undisclosed material information to gain benefits, not to divulge in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;</p> <p>(VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;</p> <p>(VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organization and business, and not to affect the independence of the Company in any way;</p> <p>(IX) other provisions prescribed by laws, administrative regulations, provisions of the securities regulatory rules of the places where the Company's shares are listed, and the Articles.</p> <p>If the controlling shareholder or de facto controller of the Company does not serve as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles regarding the obligations of loyalty and diligence of directors shall apply.</p>

Before Amendment	After Amendment
	Where the controlling shareholder or de facto controller of the Company instructs a director or senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or senior management.
New Article	Article 43 Where the controlling shareholder or de facto controller pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations.
New Article	Article 44 Where the controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, as well as his/her undertakings in respect of the restriction on the transfer of shares.

Before Amendment	After Amendment
<p><b>Article 42</b></p> <p>The general meeting of the Company shall comprise all the shareholders.</p> <p>(i) The directors shall have the right to convene, preside, and adjourn the general meeting of the Company.</p> <p>(ii) The directors shall have the right to call special meetings of the shareholders.</p> <p>(iii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(iv) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(v) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(vi) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(vii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(viii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(ix) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(x) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>.....</p>	<p><b>Article 45</b> The general meeting of the Company shall comprise all the shareholders.</p> <p>(i) The directors shall have the right to convene, preside, and adjourn the general meeting of the Company.</p> <p><b>directors'</b></p> <p>(ii) The directors shall have the right to call special meetings of the shareholders.</p> <p>(iii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(iv) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(v) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(vi) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(vii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(viii) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(ix) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>(x) The directors shall have the right to call meetings of the shareholders for the purpose of the election or removal of directors.</p> <p>.....</p> <p><b>that undertake the audit of the Company'</b></p> <p>.....</p>

Before Amendment	After Amendment
<p>(ii) ...</p>	<p>(iii) ...</p> <p><b>The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds.</b></p>
<p><b>Article 43</b> ...</p> <p>.....</p> <p>(iii) ... 0%</p> <hr/> <p>(i) ... where the <b>cumulative guarantee amounts over the past 12 months</b> ... 0%</p> <p>(i) ... 0%</p> <p>.....</p>	<p><b>Article 46</b> ...</p> <p>.....</p> <p>(iii) ... 0%</p> <p>(i) ... <b>provided by the Company to others, where the amount of guarantees within one year</b> ... 0%</p> <p>(i) ... 0%</p> <p>.....</p>

Before Amendment	After Amendment
<p><b>Article 44</b> The company shall have a board of directors consisting of not less than five (5) and not more than nine (9) members, who shall be elected by the shareholders at a general meeting of the company. The board of directors shall have the authority to manage the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p>	<p><b>Article 47</b> The company shall have a board of directors consisting of not less than five (5) and not more than nine (9) members, who shall be elected by the shareholders at a general meeting of the company. The board of directors shall have the authority to manage the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p>
<p><b>Article 45</b> The company shall have a board of supervisors consisting of not less than three (3) and not more than five (5) members, who shall be elected by the shareholders at a general meeting of the company. The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(i) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(ii) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(iii) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association. <b>10%</b></p> <p>(iv) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(v) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(vi) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p>	<p><b>Article 48</b> The company shall have a board of supervisors consisting of not less than three (3) and not more than five (5) members, who shall be elected by the shareholders at a general meeting of the company. The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(i) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association. <b>number</b></p> <p>(ii) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(iii) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association. <b>10%</b> <b>shares of the Company</b></p> <p>(iv) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(v) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p> <p>(vi) The board of supervisors shall have the authority to supervise the business of the company and to exercise all such powers of the company as may be conferred on it by the articles of association.</p>

Before Amendment	After Amendment
<p><b>Article 46</b> The board of directors shall convene the general meeting of the shareholders on time within the specified period.</p> <p>.....</p>	<p><b>Article 49</b> The board of directors shall convene the general meeting of the shareholders on time within the specified period, and may also be convened by means of electronic communication at the same time.</p> <p>.....</p>
<p><b>Article 47</b> The board of directors shall convene the general meeting of the shareholders on time within the specified period.</p> <p>( )</p> <p>.....</p>	<p><b>Article 50</b> The board of directors shall convene the general meeting of the shareholders on time within the specified period, and may also be convened by means of electronic communication at the same time.</p> <p>( )</p> <p>provisions of</p> <p>.....</p>
<p><b>Article 48</b> .....</p>	<p><b>Article 51</b> The board of directors shall convene the general meeting on time within the specified period.</p> <p>.....</p>



Before Amendment	After Amendment
<p><b>Article 50</b></p> <p>10%</p> <p>board of supervisors</p>	<p><b>Article 53</b></p> <p>10%</p> <p>audit committee</p>

Before Amendment	After Amendment
<p><b>board of supervisors</b></p> <p><b>board of supervisors</b></p> <p><b>board of supervisors</b></p> <p>10%</p> <p>0</p>	<p><b>audit committee</b></p> <p><b>audit committee</b></p> <p><b>audit committee</b></p> <p>10%</p> <p>0</p>
<p><b>Article 51</b> <b>board of supervisors</b></p> <p>( )</p> <p><b>stock exchanges.</b></p> <p>10%.</p> <p><b>stock exchanges</b></p>	<p><b>Article 54</b> <b>audit committee</b></p> <p>( )</p> <p><b>Shenzhen Stock Exchange.</b></p> <p>10%.</p> <p><b>audit committee or</b></p> <p><b>Shenzhen Stock Exchange</b></p>

Before Amendment	After Amendment
<p><b>Article 52</b>     ▲     <b>board of supervisors</b></p>	<p><b>Article 55</b>     ▲     <b>audit committee</b></p>
<p><b>Article 53</b>     ▲     <b>board of supervisors</b></p>	<p><b>Article 56</b>     ▲     <b>audit committee</b></p>
<p><b>Article 55</b>     /     <b>the board of supervisors,</b></p> <p>(.) 1%</p> <p>(.) 1%</p>	<p><b>Article 58</b>     /     <b>the audit committee,</b></p> <p>(.) 1%</p> <p>(.) 1%</p> <p><b>and submit such provisional proposals to the general meeting for consideration, unless the provisional proposals violate the provisions of laws, administrative regulations or the Articles of Association, or do not fall within the scope of authority of the general meeting.</b></p>



Before Amendment	After Amendment
<p><b>Article 58</b></p> <p>1. The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(1) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(2) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(3) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(4) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(5) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p>	<p><b>Article 61</b></p> <p>(1) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(2) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(3) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(4) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p> <p>(5) The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the By-Laws of the Association.</p>

Before Amendment	After Amendment
<p><b>Article 59</b> The Association shall be a body corporate with perpetual succession and shall have the capacity to sue and be sued, to acquire, hold, dispose of, lease, mortgage, charge, grant, execute, and otherwise deal with real and personal property, to contract, to borrow money, to execute and discharge all such powers and functions as may be necessary for the purposes of the Association, and to do all such other things as may be necessary for the purposes of the Association.</p> <p>The Association shall have the right to trade and to carry on any business, whether or not it is a business which is prohibited by law.</p> <p><b>trading</b></p>	<p><b>Article 62</b> The Association shall be a body corporate with perpetual succession and shall have the capacity to sue and be sued, to acquire, hold, dispose of, lease, mortgage, charge, grant, execute, and otherwise deal with real and personal property, to contract, to borrow money, to execute and discharge all such powers and functions as may be necessary for the purposes of the Association, and to do all such other things as may be necessary for the purposes of the Association.</p> <p>The Association shall have the right to work and to carry on any business, whether or not it is a business which is prohibited by law.</p> <p><b>working</b></p>
<p><b>Article 62</b> The Association shall be a body corporate with perpetual succession and shall have the capacity to sue and be sued, to acquire, hold, dispose of, lease, mortgage, charge, grant, execute, and otherwise deal with real and personal property, to contract, to borrow money, to execute and discharge all such powers and functions as may be necessary for the purposes of the Association, and to do all such other things as may be necessary for the purposes of the Association.</p> <p>The Association shall have the right to trade and to carry on any business, whether or not it is a business which is prohibited by law.</p> <p><b>trading</b></p>	<p><b>Article 65</b> The Association shall be a body corporate with perpetual succession and shall have the capacity to sue and be sued, to acquire, hold, dispose of, lease, mortgage, charge, grant, execute, and otherwise deal with real and personal property, to contract, to borrow money, to execute and discharge all such powers and functions as may be necessary for the purposes of the Association, and to do all such other things as may be necessary for the purposes of the Association.</p> <p>The Association shall have the right to work and to carry on any business, whether or not it is a business which is prohibited by law.</p> <p><b>working</b></p>

Before Amendment	After Amendment
<p>Article 63</p> <p>(i) the name of the principal and the class and number of shares held in the company;</p> <p>(ii) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p> <p>(iii) the name of the principal and the class and number of shares held in the company;</p> <p>(iv) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p>	<p>Article 66</p> <p>(i) the name of the principal and the class and number of shares held in the company;</p> <p>(ii) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p> <p>(iii) the name of the principal and the class and number of shares held in the company;</p> <p>(iv) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p>
<p>Article 63</p> <p>(i) the name of the principal and the class and number of shares held in the company;</p> <p>(ii) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p> <p>(iii) the name of the principal and the class and number of shares held in the company;</p> <p>(iv) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p>	<p>Article 66</p> <p>(i) the name of the principal and the class and number of shares held in the company;</p> <p>(ii) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p> <p>(iii) the name of the principal and the class and number of shares held in the company;</p> <p>(iv) specific instructions from shareholders, including the name of the shareholder, the number of shares held, the address of the shareholder, etc.</p>

Before Amendment	After Amendment
<p><b>Article 64</b> The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p>	<p><b>Deleted Article</b></p>
<p><b>Article 65</b> The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>2. The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>2. The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	<p><b>Article 67</b> The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>2. The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>2. The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>.....</p> <p>.....</p>
<p><b>Article 66</b> The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p>	<p><b>Article 66</b> The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p> <p>(The members of the Association shall be those persons who have been admitted to membership in accordance with the provisions of the Articles of Association and the Bylaws of the Association.)</p>

Before Amendment	After Amendment
<p><b>Article 68</b> / 1. The directors shall have the authority to do all such things as are necessary or expedient for the purposes of the company, and to exercise all such powers as are conferred on them by the articles of association, subject to the provisions of the articles of association and the Memorandum of Association.</p>	<p><b>Deleted Article</b></p>
<p><b>New Article</b></p>	<p><b>Article 70</b> If a general meeting requires the attendance of directors or senior management, the directors or senior management shall attend and answer shareholders' inquiries.</p>
<p><b>Article 69</b> 1. The directors shall have the authority to do all such things as are necessary or expedient for the purposes of the company, and to exercise all such powers as are conferred on them by the articles of association, subject to the provisions of the articles of association and the Memorandum of Association.</p>	<p><b>Article 71</b> 1. The directors shall have the authority to do all such things as are necessary or expedient for the purposes of the company, and to exercise all such powers as are conferred on them by the articles of association, subject to the provisions of the articles of association and the Memorandum of Association.</p>



Before Amendment	After Amendment
<p><b>Article 71</b></p> <p>Each present</p>	<p><b>Article 74</b></p> <p>Each present</p>
<p><b>Article 72</b></p>	<p><b>Article 75</b></p>
<p><b>Article 74</b></p> <p>( )</p> <p>( )</p> <p>.....</p>	<p><b>Article 77</b></p> <p>( )</p> <p>( )</p> <p>.....</p>
<p><b>Article 75</b></p> <p>10</p>	<p><b>Article 78</b></p> <p>attending or present at the meeting</p> <p>10</p>



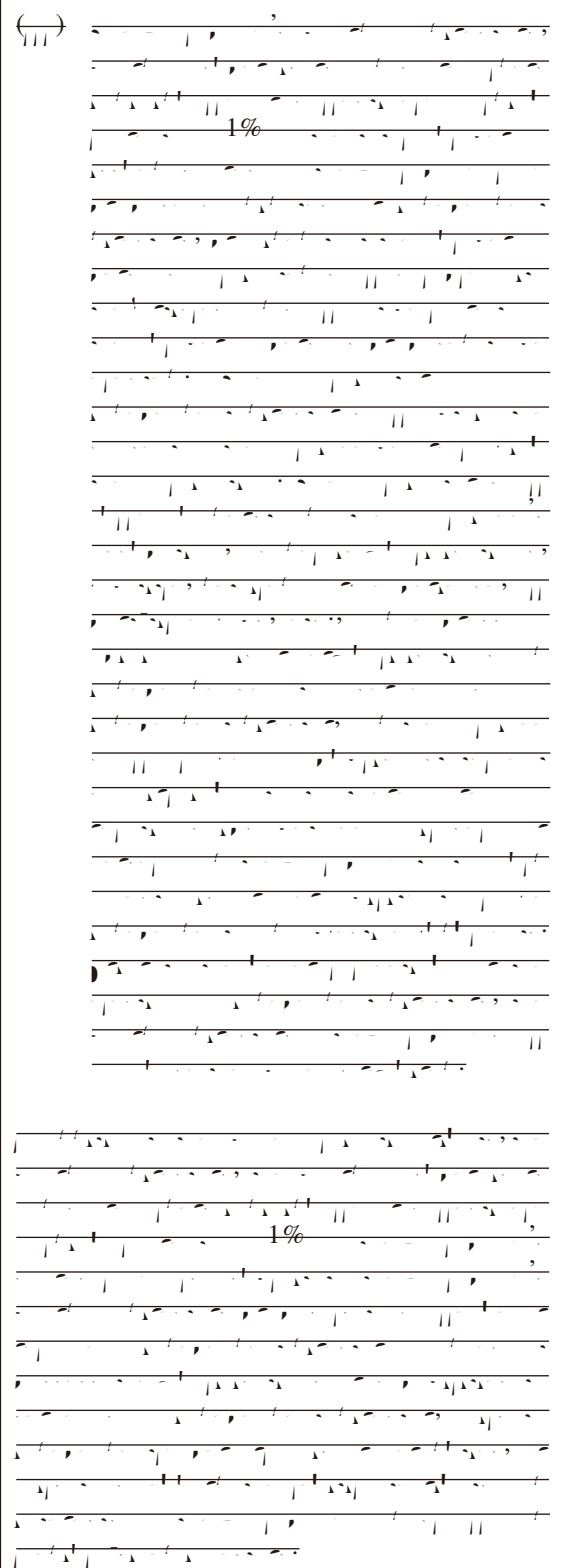
Before Amendment	After Amendment
<p><b>Article 79</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p> <p>(vi)</p> <p>(vii)</p> <p>(viii)</p>	<p><b>Article 82</b></p> <p>(i)</p> <p>(ii) <b>spin-off, and liquidation</b></p> <p>(iii)</p> <p>(iv) <b>provided to others</b> 0%</p> <p>(v)</p> <p>(vi)</p>



Before Amendment	After Amendment
<p><b>Article 80</b> ( )</p> <p>.....</p> <p>1%</p> <p>securities regulatory authorities of the State Council</p>	<p><b>Article 83</b></p> <p>.....</p> <p>1%</p> <p><b>CSRC may solicit shareholders' voting rights. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or disguised consideration for soliciting shareholders' voting rights is prohibited. Except for legal conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.</b></p>

Before Amendment	After Amendment
<p>Article 81</p> <p>1. The Association shall have the right to acquire, own, hold, lease, use, dispose, and encumber real and personal property, including but not limited to land, buildings, fixtures, and equipment, and to execute any instrument necessary to carry out its purposes.</p> <p>2. The Association shall have the right to sue and be sued, to enter into contracts, and to execute any instrument necessary to carry out its purposes.</p> <p>3. The Association shall have the right to acquire, own, hold, lease, use, dispose, and encumber real and personal property, including but not limited to land, buildings, fixtures, and equipment, and to execute any instrument necessary to carry out its purposes.</p> <p>4. The Association shall have the right to sue and be sued, to enter into contracts, and to execute any instrument necessary to carry out its purposes.</p>	
<p><b>Article 82</b></p> <p>1. The Association shall have the right to acquire, own, hold, lease, use, dispose, and encumber real and personal property, including but not limited to land, buildings, fixtures, and equipment, and to execute any instrument necessary to carry out its purposes.</p> <p>2. The Association shall have the right to sue and be sued, to enter into contracts, and to execute any instrument necessary to carry out its purposes.</p>	<p><b>Deleted Article</b></p>
<p><b>Article 83</b></p> <p>1. The Association shall have the right to acquire, own, hold, lease, use, dispose, and encumber real and personal property, including but not limited to land, buildings, fixtures, and equipment, and to execute any instrument necessary to carry out its purposes.</p> <p>2. The Association shall have the right to sue and be sued, to enter into contracts, and to execute any instrument necessary to carry out its purposes.</p>	<p><b>Article 85</b></p> <p>1. The Association shall have the right to acquire, own, hold, lease, use, dispose, and encumber real and personal property, including but not limited to land, buildings, fixtures, and equipment, and to execute any instrument necessary to carry out its purposes.</p> <p>2. The Association shall have the right to sue and be sued, to enter into contracts, and to execute any instrument necessary to carry out its purposes.</p>

Before Amendment	After Amendment
<p><b>Article 84</b></p> <p><del>Section 1. The Commission shall have the honor and duty to preserve the integrity, impartiality and independence of the judiciary and to promote the highest standards of ethical conduct among the judges of this State. It shall also have the honor and duty to promote the efficiency and economy of the judicial system.</del></p> <p><del>Section 2. The Commission shall have the honor and duty to preserve the integrity, impartiality and independence of the judiciary and to promote the highest standards of ethical conduct among the judges of this State. It shall also have the honor and duty to promote the efficiency and economy of the judicial system.</del></p>	

Before Amendment	After Amendment
<p>(iii)</p> 	<p><b>(III) The candidates for directors shall undertake to the Company in written prior to the general meeting, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true and complete, and warranting that they will duly perform the duties upon successful election. The nominated candidates for independent directors shall make a public statement confirming that there are no relationships between himself or herself and the Company that would affect his or her ability to make independent and objective judgments. The board of directors shall announce the above in accordance with the relevant regulations.</b></p>



Before Amendment	After Amendment
<p><b>Article 90</b></p> <p>are interested in</p>	<p><b>Article 92</b></p> <p>has connected relationship with</p> <p>(or other relevant persons appointed in accordance with the Hong Kong Listing Rules)</p>

Before Amendment	After Amendment
<p><b>Article 91</b> The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the members of the Association at the annual meeting and special meetings called for that purpose.</p> <p>The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> <li>1. Adopt, amend, and repeal the Bylaws of the Association.</li> <li>2. Elect and remove the officers and directors of the Association.</li> <li>3. Determine the compensation of the officers and directors of the Association.</li> <li>4. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>5. Enter into contracts and agreements on behalf of the Association.</li> <li>6. Borrow money on behalf of the Association.</li> <li>7. Invest the funds of the Association in any lawful investment.</li> <li>8. Execute any power of attorney or other instrument on behalf of the Association.</li> <li>9. Take any action that is necessary or proper to carry out the purposes of the Association.</li> </ul>	<p><b>Article 93</b> The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the members of the Association at the annual meeting and special meetings called for that purpose.</p> <p>The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> <li>1. Adopt, amend, and repeal the Bylaws of the Association.</li> <li>2. Elect and remove the officers and directors of the Association.</li> <li>3. Determine the compensation of the officers and directors of the Association.</li> <li>4. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>5. Enter into contracts and agreements on behalf of the Association.</li> <li>6. Borrow money on behalf of the Association.</li> <li>7. Invest the funds of the Association in any lawful investment.</li> <li>8. Execute any power of attorney or other instrument on behalf of the Association.</li> <li>9. Take any action that is necessary or proper to carry out the purposes of the Association.</li> </ul>
<p><b>Article 96</b> The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the members of the Association at the annual meeting and special meetings called for that purpose.</p> <p>The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> <li>1. Adopt, amend, and repeal the Bylaws of the Association.</li> <li>2. Elect and remove the officers and directors of the Association.</li> <li>3. Determine the compensation of the officers and directors of the Association.</li> <li>4. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>5. Enter into contracts and agreements on behalf of the Association.</li> <li>6. Borrow money on behalf of the Association.</li> <li>7. Invest the funds of the Association in any lawful investment.</li> <li>8. Execute any power of attorney or other instrument on behalf of the Association.</li> <li>9. Take any action that is necessary or proper to carry out the purposes of the Association.</li> </ul>	<p><b>Article 98</b> The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the members of the Association at the annual meeting and special meetings called for that purpose.</p> <p>The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> <li>1. Adopt, amend, and repeal the Bylaws of the Association.</li> <li>2. Elect and remove the officers and directors of the Association.</li> <li>3. Determine the compensation of the officers and directors of the Association.</li> <li>4. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>5. Enter into contracts and agreements on behalf of the Association.</li> <li>6. Borrow money on behalf of the Association.</li> <li>7. Invest the funds of the Association in any lawful investment.</li> <li>8. Execute any power of attorney or other instrument on behalf of the Association.</li> <li>9. Take any action that is necessary or proper to carry out the purposes of the Association.</li> </ul>

Before Amendment	After Amendment
<p><b>CHAPTER 5</b></p>	<p><b>CHAPTER 5 DIRECTORS AND</b></p>
<p><b>Section 1</b></p>	<p><b>Section 1 General Rules for</b></p>
<p><b>Article 98</b></p> <p><b>107</b></p> <p>( )</p> <p>( )</p> <p>.....</p>	<p><b>Article 100</b></p> <p><b>109</b></p> <p>( )</p> <p>( )</p> <p>.....</p>

Before Amendment	After Amendment
<p>(i) ... shall ...</p>	<p>(i) ... shall ...</p>
<p>(ii) ... shall ...</p>	<p>(ii) ... shall ...</p>
<p>(iii) ... shall ...</p>	<p>(iii) ... shall ...</p>
<p>(iv) ... shall ...</p>	<p>(iv) ... shall ...</p> <p>... will ... <b>cease his/her duties</b> ...</p>

Before Amendment	After Amendment
<p><b>Article 99</b></p> <p>The Board of Directors shall have the authority to remove any officer or director who is unable to discharge his or her duties or who is otherwise incompetent to perform his or her duties. The Board of Directors shall also have the authority to remove any officer or director who is convicted of a felony or who is otherwise morally or financially unfit to hold office.</p>	<p><b>Article 101</b></p> <p>The Board of Directors may remove any officer or director who is unable to discharge his or her duties or who is otherwise incompetent to perform his or her duties. The Board of Directors shall also have the authority to remove any officer or director who is convicted of a felony or who is otherwise morally or financially unfit to hold office.</p> <p>The Board of Directors shall also have the authority to remove any officer or director who is convicted of a felony or who is otherwise morally or financially unfit to hold office.</p>

Before Amendment	After Amendment
<p>[Faint, illegible text from the original document, including a fraction 1/2]</p>	<p><b>The Company shall have 1 employee representative director. [Faint text], which shall not be subject to the general meeting for deliberation.</b></p>

Before Amendment	After Amendment
<p><b>Article 100</b></p> <p>(i) _____</p> <p>(ii) _____</p> <p>(iii) _____</p> <p>(iv) _____</p>	<p><b>Article 102</b></p> <p>the provisions of _____ shall bear the fiduciary obligations towards the Company. The directors shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to seek improper interests.</p> <p>The directors _____</p> <p>(i) _____ or misappropriate the Company's funds</p> <p>(ii) _____</p> <p>(III) shall not to abuse his/her position to accept bribes or other illegal income;</p> <p>(IV) shall not directly or indirectly enter into any contract or transaction with the Company without reporting to the board of directors or at the general meeting, and without being passed by the board of directors or general meeting by way of resolutions in accordance with the provisions of the Articles;</p>

Before Amendment	After Amendment
<p>(+) _____                  _____                  _____                  _____</p>	<p>(V) shall not make use of his/her position to procure business opportunities that should otherwise belong to the Company for himself/herself or others, but except those which have been reported to the board of directors or at the general meeting and passed by resolutions of the general meeting, or that the Company cannot make use of such business opportunities in accordance with the provisions of laws, administrative regulations or the Articles;</p>
<p>(+) _____                  _____                  _____                  _____</p>	<p>(VI) shall not engage in the same business as the Company for his/her own account or for the benefits of any other persons without reporting to the board of directors or at the general meeting, and without being passed by the general meeting by way of resolutions;</p>
<p>(ii) _____                  _____</p>	<p>(ii) _____ with others</p>
<p>(iii) _____                  _____</p>	<p>(iii) _____</p>
<p>( ) _____                  _____</p>	<p>( ) _____</p>
<p>( ) _____                  _____                  _____                  _____</p>	<p>( ) _____                  _____                  _____                  _____</p>
<p>_____</p>	<p>_____</p>



Before Amendment	After Amendment
<p><b>Article 103</b></p> <p>board of directors.</p>	<p><b>Article 105</b></p> <p>Company. The resignation shall become effective on the date the Company receives the resignation report. The relevant information shall be disclosed by the Company as soon as practicable (no later than within two trading days). Where the number of members of the board of directors falls below the statutory minimum requirement due to the resignation of any director, before a newly elected director takes office, the original director shall perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and the Articles.</p>

Before Amendment	After Amendment
<p><b>Article 104</b></p> <p style="text-align: center;">100</p>	<p><b>Article 106</b> The Company shall establish a director resignation management system, clearly specifying safeguard measures for pursuing accountability and seeking recourse for unfulfilled public commitments and other outstanding matters.</p> <p>Liabilities that directors should bear during their tenure for the execution of duties shall not be exempted or terminated due to their resignation.</p>
<p><b>New Article</b></p>	<p><b>Article 107</b> The general meeting may remove any director through resolutions, effective as of the date when the resolutions take effect.</p> <p>Where a director is removed before expiration of his/her term of office without justifiable reasons, the director may demand indemnification from the Company.</p>
<p><b>Article 106</b></p>	<p><b>Article 109</b> If a director, in the performance of his/her duties, causes damage to others, the Company will be liable for compensation; if the director acts with intent or gross negligence on his/her part, he/she shall also bear liability for compensation.</p>

Before Amendment	After Amendment
<p><b>Article 107</b></p> <p>（獨立非執行董事制度）</p>	<p><b>Deleted Article</b></p>

Before Amendment	After Amendment
<p><b>Article 109</b></p> <p>.....</p> <p>(i) .....</p> <p>(ii) .....</p> <p>(iii) .....</p> <p>(iv) .....</p> <p>(v) .....</p> <p>(vi) .....</p> <p>(vii) .....</p> <p>(viii) .....</p> <p>(ix) .....</p> <p>(x) .....</p>	<p><b>Article 111</b></p> <p>.....</p> <p>....., who shall be elected by a majority of all directors of the board of directors.</p>
<p><b>Article 110</b></p> <p>.....</p> <p>(i) .....</p> <p>(ii) .....</p> <p>(iii) .....</p> <p>(iv) .....</p> <p>(v) .....</p> <p>(vi) .....</p> <p>(vii) .....</p> <p>(viii) .....</p> <p>(ix) .....</p> <p>(x) .....</p> <p>(xi) .....</p> <p>(xii) .....</p> <p>(xiii) .....</p> <p>(xiv) .....</p> <p>(xv) .....</p> <p>(xvi) .....</p> <p>(xvii) .....</p> <p>(xviii) .....</p> <p>(xix) .....</p> <p>(xx) .....</p> <p>(xxi) .....</p> <p>(xxii) .....</p> <p>(xxiii) .....</p> <p>(xxiv) .....</p> <p>(xxv) .....</p> <p>(xxvi) .....</p> <p>(xxvii) .....</p> <p>(xxviii) .....</p> <p>(xxix) .....</p> <p>(xxx) .....</p>	<p><b>Article 112</b></p> <p>.....</p> <p>(i) .....</p> <p>(ii) .....</p> <p>(iii) .....</p> <p>(iv) .....</p> <p>(v) .....</p> <p>(vi) .....</p> <p>(vii) .....</p> <p>(viii) .....</p> <p>(ix) .....</p> <p>(x) .....</p> <p>(xi) .....</p> <p>(xii) .....</p> <p>(xiii) .....</p> <p>(xiv) .....</p> <p>(xv) .....</p> <p>(xvi) .....</p> <p>(xvii) .....</p> <p>(xviii) .....</p> <p>(xix) .....</p> <p>(xx) .....</p> <p>(xxi) .....</p> <p>(xxii) .....</p> <p>(xxiii) .....</p> <p>(xxiv) .....</p> <p>(xxv) .....</p> <p>(xxvi) .....</p> <p>(xxvii) .....</p> <p>(xxviii) .....</p> <p>(xxix) .....</p> <p>(xxx) .....</p> <p><b>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.</b></p>



Before Amendment	After Amendment
<p>(+) _____ 0% _____</p> <p>(+) _____ _____ _____ _____ _____</p> <p>(+) _____ _____</p>	<p><b>2. The net assets (where the book value and appraisal value exist at the same time, the higher shall prevail) involved in the transaction subject (such as equity) account for more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million. But if it is more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50</b></p>

Before Amendment	After Amendment
	<p data-bbox="890 300 1359 959">4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB1 million. But if it is more than 50% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB5 million, such transaction shall be submitted to the general meeting for consideration;</p> <p data-bbox="890 1008 1359 1521">5. The transaction amount (including debt and expenses assumed) is more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million. But if it is more than 50% of the latest audited net profit of the Company, and the absolute amount exceeds RMB50 million, such transaction shall be submitted to the general meeting for consideration;</p>

Before Amendment	After Amendment
	<p data-bbox="890 300 1356 810"><b>6. Profits generated from transactions account for more than 10% of the Company's audited net profit for the most recent accounting year, and the absolute amount exceeds RMB1 million. But if it is more than 50% of the latest audited net profit of the Company, and the absolute amount exceeds RMB5 million, such transaction shall be submitted to the general meeting for consideration.</b></p> <p data-bbox="890 859 1356 995"><b>If the data involved in the calculation of the above indicators is negative, the absolute value shall be taken for calculation.</b></p> <p data-bbox="890 1044 1356 1819"><b>For the purpose of this item, transactions include, but are not limited to, the purchase or sale of assets; external investment (including entrusted wealth management, investment in subsidiaries, etc.); rent or lease assets; entrustment or acceptance of entrustment for the management of assets and business; gifts or acceptance of donated assets; creditor's rights or debt restructuring; transferring or acquiring research and development projects; entering into license agreements; waiver of rights (including waiver of pre-emptive right and pre-emptive right to subscribe for capital contribution, etc.); other transactions recognized by the stock exchanges.</b></p>



Before Amendment	After Amendment
	<p>(IV) With respect to specific approval authority for financial assistance, it shall be implemented in accordance with the standards stipulated in the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange;</p> <p>(V) Other matters required to be reviewed and approved by the board of directors pursuant to laws, administrative regulations and departmental rules.</p> <p>Unless otherwise specified by the securities regulatory rules of the places where the Company's shares are listed, matters under items (I) to (V) above that do not meet any of standards for board approval shall be approved by the chairman.</p>
<p><b>Article 115</b></p> <p>.....</p> <p>(二) .....</p> <p>.....</p> <p>(三) .....</p> <p>.....</p> <p>(四) .....</p> <p>.....</p>	<p><b>Article 117</b></p> <p>.....</p> <p>(二) .....</p> <p>.....</p>

Before Amendment	After Amendment
<p><b>Article 116</b></p> <p>...</p> <p>...</p> <p>...</p> <p>...</p>	<p><b>Article 118</b></p> <p>...</p> <p>...</p> <p>...</p> <p><b>a majority</b></p> <p>...</p>
<p><b>Article 117</b></p> <p>...</p> <p>...</p> <p>...</p> <p>...</p>	<p><b>Article 119</b></p> <p>...</p> <p>...</p> <p>...</p> <p>...</p>
<p><b>Article 118</b></p> <p>...</p> <p>...</p> <p>...</p> <p><b>supervisory committee</b></p> <p>...</p> <p>...</p> <p>...</p>	<p><b>Article 120</b></p> <p>...</p> <p>...</p> <p>...</p> <p><b>audit committee</b></p> <p>...</p> <p>...</p> <p>...</p>

Before Amendment	After Amendment
<p><b>Article 122</b></p> <p>Whenever a director is elected or re-elected to the board of directors, he shall file a written report to the board of directors, which shall be filed with the minutes of the meeting at which he is elected or re-elected. The report shall contain a statement of the director's financial interest in the corporation, and a statement of the director's financial interest in any business in which the corporation is engaged, and a statement of the director's financial interest in any business in which the corporation is engaged, and a statement of the director's financial interest in any business in which the corporation is engaged.</p>	<p><b>Article 124</b></p> <p>Whenever a director is elected or re-elected to the board of directors, or any individual, such director shall promptly file a written report to the board of directors. The related director shall file a written report to the board of directors, which shall be filed with the minutes of the meeting at which he is elected or re-elected. The report shall contain a statement of the director's financial interest in the corporation, and a statement of the director's financial interest in any business in which the corporation is engaged, and a statement of the director's financial interest in any business in which the corporation is engaged.</p>
<p><b>New Article</b></p>	<p><b>Article 125</b> Resolutions of the board of directors shall be voted by way of casting written votes or a show of hands.</p> <p>To the extent that the directors are guaranteed the right to fully express their opinions, the extraordinary meetings of the board of directors may be conducted and resolutions be made by means of telecommunication, and such resolutions shall be signed by the directors in attendance.</p>
<p><b>New Article</b></p>	<p><b>Section 3 Independent Directors</b></p>

Before Amendment	After Amendment
New Article	<p><b>Article 129</b> Independent directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles, earnestly perform their duties, play the roles of participating in decision-making, supervising, checking and balancing, and professional consultation in the board of directors, safeguard the interests of the Company as a whole and protect the legitimate rights and interests of minority shareholders.</p>
New Article	<p><b>Article 130</b> Independent directors shall maintain their independence. The following persons shall not serve as independent directors:</p> <ul style="list-style-type: none"> <li data-bbox="815 1008 1353 1151">(I) employees of the Company or its subsidiaries, and their spouse, parents and children, and major social relatives;</li> <li data-bbox="815 1193 1353 1449">(II) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank among the top ten shareholders of the Company, as well as their spouses, parents and children;</li> <li data-bbox="815 1491 1353 1747">(III) employees of those shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or employees of the top five shareholders of the Company, as well as their spouses, parents and children;</li> </ul>

Before Amendment	After Amendment
	<p>(IV) employees of the subsidiaries of the Company's controlling shareholders or de facto controllers, and their spouses, parents and children;</p> <p>(V) employees who have significant business dealings with the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, or employees of the entities which have significant business dealings with the Company and their controlling shareholders or de facto controllers;</p> <p>(VI) employees providing financial, legal, consulting and sponsorship and other services to the Company, its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the reports, partners, directors, senior management and principal responsible persons;</p> <p>(VII) any employees who fell within the categories stated in (I) to (VI) during the past twelve months;</p>

Before Amendment	After Amendment
	<p data-bbox="815 300 1353 549"><b>(VIII) any other employees who do not possess independence as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</b></p> <p data-bbox="815 597 1353 923"><b>The subsidiaries of the controlling shareholders and de facto controllers of the Company mentioned in items (IV) to (VI) of the preceding paragraph do not include those enterprises which are controlled by the same state-owned assets management authority as the Company and do not constitute any related relations with the Company under the relevant provisions.</b></p> <p data-bbox="815 972 1353 1334"><b>The independent directors shall conduct an annual self-examination of their independence and submit the findings of their self-examination to the board of directors every year. The board of directors shall annually assess the independence of the incumbent independent directors and issue special opinions, which shall be disclosed at the same time in the annual report.</b></p>

Before Amendment	After Amendment
New Article	<p><b>Article 131 An independent director of the Company shall meet the following conditions:</b></p> <ul style="list-style-type: none"> <li><b>(I) having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;</b></li> <li><b>(II) complying with the independence requirements set forth in the Articles;</b></li> <li><b>(III) having basic knowledge about the operation of a listed company and being familiar with the relevant laws, regulations and rules;</b></li> <li><b>(IV) having at least five years of work experience in law, accounting or economics necessary to perform the duties of an independent director;</b></li> <li><b>(V) possessing good personal integrity</b></li> </ul>

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Before Amendment	After Amendment
New Article	<p><b>Article 132 Independent directors, as members of the board of directors, shall be loyal and diligent to the Company and all shareholders, and shall perform the following duties prudently:</b></p> <p><b>(I) to participate in the decision-making of the board of directors and express clear opinions on the matters under consideration;</b></p> <p><b>(II) to supervise the matters with potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management, and protect the legitimate rights and interests of minority shareholders;</b></p> <p><b>(III) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making level of the board of directors;</b></p> <p><b>(IV) to perform other duties as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</b></p>

Before Amendment	After Amendment
New Article	<p><b>Article 133 Independent directors shall exercise the following special functions and powers:</b></p> <ul style="list-style-type: none"> <li><b>(I) independently engaging an intermediary organization to audit, consult or verify specific matters of the Company;</b></li> <li><b>(II) proposing to the board of directors the convening of an extraordinary general meeting;</b></li> <li><b>(III) proposing the convening of a meeting of the board of directors;</b></li> <li><b>(IV) openly soliciting shareholders' rights in accordance with the law;</b></li> <li><b>(V) expressing independent opinions on matters which may prejudice the interests of the Company or minority shareholders;</b></li> <li><b>(VI) performing other functions and powers as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</b></li> </ul> <p><b>Independent directors shall obtain the consent of more than half of all the independent directors before exercising the functions and powers listed in items (I) to (III) of the preceding paragraph.</b></p> <p><b>If an independent director exercises the powers listed in the first paragraph, the Company shall disclose it in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.</b></p>

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1353 476"><b>Article 134</b> The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all independent directors of the Company:</p> <ul data-bbox="815 523 1353 1144" style="list-style-type: none"><li data-bbox="815 523 1353 591"><b>(I)</b> related transactions that shall be disclosed;</li><li data-bbox="815 636 1353 740"><b>(II)</b> any plans of the Company and related parties to change or waive their commitments;</li><li data-bbox="815 785 1353 927"><b>(III)</b> the decisions made and measures taken by the board of directors of the acquired listed company regarding the acquisition;</li><li data-bbox="815 972 1353 1144"><b>(IV)</b> other matters as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</li></ul>

Before Amendment	After Amendment
<p><b>New Article</b></p>	<p><b>Article 135</b> The Company shall establish a mechanism of special meetings attended entirely by independent directors. Where the board of directors considers matters such as related transactions, it shall be approved in advance by a special meeting of independent directors.</p> <p>The Company shall hold regular or ad hoc meetings attended by all independent directors. Matters listed in items (I) to (III) of the first paragraph of Article 133 and Article 134 of the Articles shall be considered at a special meeting of independent directors.</p> <p>The special meetings of independent directors may study and discuss other matters of the Company as needed.</p> <p>The special meetings of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors. Where the convener does not perform or fails to perform his/her</p>

Before Amendment	After Amendment
New Article	<b>Article 136</b> The board of directors of the Company shall establish an audit committee to exercise the powers and functions of the board of supervisors as stipulated in the Company Law.
New Article	<b>Article 137</b> Members of the audit committee shall consist of more than three directors who do not hold senior management positions in the Company. More than half of them shall be independent directors, and an accounting professional among the independent directors shall serve as the convenor.

Before Amendment	After Amendment
New Article	<p><b>Article 138</b> The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all members of the audit committee:</p> <ul style="list-style-type: none"> <li><b>(I)</b> disclosure of financial information in the financial accounting reports and regular reports, and the evaluation reports on internal control;</li> <li><b>(II)</b> engagement or dismissal of the accounting firm that conducts auditing for the listed company;</li> <li><b>(III)</b> appointment or dismissal of the chief financial officer of the listed company;</li> <li><b>(IV)</b> changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;</li> <li><b>(V)</b> other matters as stipulated under the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</li> </ul>



Before Amendment	After Amendment
New Article	<p><b>Article 141</b> The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, and for identifying and reviewing candidates for directors and senior management and their qualifications. It shall make recommendations to the board of directors on the following matters:</p> <p>(I) nomination or removal of directors;</p> <p>(II) appointment or dismissal of senior management;</p> <p>(III) other matters as stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</p> <p>If the board of directors does not adopt or fully adopt the recommendations of the nomination committee, it shall record the nomination committee's opinions and the specific reasons for not adopting them in the board resolution, and make disclosure.</p>

Before Amendment	After Amendment
New Article	<p><b>Article 142</b> The remuneration and evaluation committee shall be responsible for formulating the performance assessment criteria for directors and senior management, conducting their evaluations, and formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements, and other remuneration policies and plans for directors and senior management. It shall make recommendations to the board of directors on the following matters:</p> <ul style="list-style-type: none"> <li><b>(I)</b> the remuneration of directors and senior management;</li> <li><b>(II)</b> the formulation of or amendment to equity incentive schemes, employee share schemes, and the achievement of conditions for the grant and exercise of rights by incentive participants;</li> <li><b>(III)</b> the arrangements made by directors and senior management for shareholding plans in connection with the proposed spin-off of subsidiaries;</li> <li><b>(IV)</b> other matters as stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</li> </ul> <p>Where the board of directors does not adopt or fully adopt the recommendations of the remuneration and evaluation committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and make disclosure.</p>

Before Amendment	After Amendment
<p><b>CHAPTER 6</b></p>	<p><b>CHAPTER 6</b></p>
<p><b>Article 126</b></p>	<p><b>Article 143</b></p>
<p><b>Article 127</b></p>	<p><b>Article 144</b> and the requirements of the management system for resignations</p>
<p><b>Article 128</b></p>	<p><b>Article 145</b></p> <p>The Company's senior management is paid only by the Company and is not paid by the controlling shareholders on behalf of the Company.</p>

Before Amendment	After Amendment
<p><b>Article 130</b> ...</p> <p>.....</p> <p>(i) ... <b>technical officer and financial officer</b> ...</p> <p>(ii) ...</p> <p>.....</p>	<p><b>Article 147</b> ...</p> <p>.....</p> <p>(i) ... <b>chief engineer and chief financial officer</b> ...</p> <p>(ii) ...</p> <p>.....</p>
<p><b>Article 132</b> ...</p> <p>.....</p> <p>(iii) ...</p> <p>(i) ...</p>	<p><b>Article 149</b> ...</p> <p>.....</p> <p>(iii) ...</p> <p>(i) ...</p>
<p><b>Article 133</b> ...</p>	<p><b>Article 150</b> ...</p>

Before Amendment	After Amendment
<p><b>Article 136</b></p> <p>Article 136 of the Articles of Association of the Company provides that the senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.</p>	<p><b>Article 153</b> If a senior management officer causes damage to others while performing his/her duties for the Company, the Company shall bear liability for compensation; if a senior management officer acts with intent or gross negligence, he/she shall also bear liability for compensation.</p>
<p><b>New Article</b></p>	<p><b>Article 154</b> The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.</p> <p>If the senior management of the Company fails to perform their duties faithfully or violates their obligations of integrity and causes damage to the interests of the Company and the public shareholders, they shall be liable for compensation in accordance with the law.</p>

Before Amendment	After Amendment
<p><b>CHAPTER 8</b></p>	<p><b>CHAPTER 7</b> <b>AND</b></p>
<p><b>Article 152</b></p>	

Before Amendment	After Amendment
<p><b>Article 154</b></p> <p>10%</p> <p><del>5</del>0%</p> <p>.....</p> <p><b>must</b></p> <p>.....</p>	<p><b>Article 158</b></p> <p>10%</p> <p><del>5</del>0%</p> <p>.....</p> <p><b>Company Law, shall</b></p> <p><b>; if the Company consequentially incurs losses, the shareholders and the responsible directors and senior management shall bear the compensation liability.</b></p> <p>.....</p>
<p><b>Article 155</b></p> <p><del>2</del>0%</p> <p>.....</p>	<p><b>Article 159</b></p> <p><b>registered</b></p> <p><b>In the case that reserves are used to cover the Company's losses, the discretionary reserve and the statutory reserve shall be first used; if they still cannot cover the Company's losses, the capital reserve may be used in accordance with the regulations.</b></p> <p><b>to increase the registered</b></p> <p><del>2</del>0%</p>

Before Amendment	After Amendment
<p><b>Article 157</b> ...</p>	<p><b>Article 161</b> ...</p>
<p>( ) ...</p> <p>.....</p>	<p>( ) ...</p> <p>.....</p>
<p>2. ...</p> <p><b>board of supervisors</b></p> <p>.....</p>	<p>2. ...</p> <p><b>audit committee</b></p> <p>.....</p>
<p>( ) ...</p> <p>.....</p>	<p>( ) ...</p> <p>.....</p>
<p><b>board of supervisors</b></p> <p><b>supervisors</b></p> <p>.....</p>	<p><b>audit committee</b></p> <p><b>members of the audit committee</b></p> <p>.....</p>

Before Amendment	After Amendment
<p><b>Article 158</b></p> <p>Article 158 of the Articles of Association shall be deleted.</p>	<p><b>Article 162</b> , and define the leadership system, responsibilities and authority, staffing, financial guarantee, application of audit results and accountability of internal audit work.</p> <p>The Company's internal audit system is implemented after being approved by the board of directors and disclosed to the public.</p>
<p><b>New Article</b></p>	<p><b>Article 163</b> The internal audit institution of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.</p>
<p><b>Article 159</b></p> <p>Article 159 of the Articles of Association shall be deleted.</p>	<p><b>Deleted Article</b></p>
<p><b>New Article</b></p>	<p><b>Article 164</b> The internal audit institution shall be accountable to the board of directors.</p> <p>The internal audit institution shall accept the supervision and guidance of the audit committee in the process of supervision and inspection of the Company's business activities, risk management, internal control and financial information. If the internal audit institution finds relevant major problems or clues, it shall immediately report directly to the audit committee.</p>

Before Amendment	After Amendment
New Article	<b>Article 165</b> The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. According to the evaluation report and relevant information issued by the internal audit institution and reviewed by the audit committee, the Company issues the annual internal control evaluation report.
New Article	<b>Article 166</b> When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institutions shall actively cooperate and provide necessary support and cooperation.
New Article	<b>Article 167</b> The audit committee shall participate in the assessment of the person in charge of internal audit.
<p><b>Article 161</b> The internal audit institution shall be established by the Company. The internal audit institution shall be independent and shall report to the audit committee. The internal audit institution shall have the right to obtain all necessary information and documents from the Company and its subsidiaries, and shall have the right to conduct interviews and investigations. The internal audit institution shall have the right to report to the audit committee and the Board of Directors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors.</p>	<b>Article 169</b> Appointment and removal
<p><b>Article 169</b> The internal audit institution shall be established by the Company. The internal audit institution shall be independent and shall report to the audit committee. The internal audit institution shall have the right to obtain all necessary information and documents from the Company and its subsidiaries, and shall have the right to conduct interviews and investigations. The internal audit institution shall have the right to report to the audit committee and the Board of Directors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors.</p>	<b>Deleted Article</b>
<p><b>Article 171</b> The internal audit institution shall be established by the Company. The internal audit institution shall be independent and shall report to the audit committee. The internal audit institution shall have the right to obtain all necessary information and documents from the Company and its subsidiaries, and shall have the right to conduct interviews and investigations. The internal audit institution shall have the right to report to the audit committee and the Board of Directors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors.</p>	<b>Article 178</b> The internal audit institution shall be established by the Company. The internal audit institution shall be independent and shall report to the audit committee. The internal audit institution shall have the right to obtain all necessary information and documents from the Company and its subsidiaries, and shall have the right to conduct interviews and investigations. The internal audit institution shall have the right to report to the audit committee and the Board of Directors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. The internal audit institution shall have the right to report to the Board of Directors and the Board of Supervisors. <b>solely on that account.</b>

Before Amendment	After Amendment
<p><b>New Article</b></p>	<p><b>Article 181</b> The payment for the Company’s merger that does not exceed 10% of the Company’s net assets may be made without a resolution from the general meeting, unless otherwise provided for by the Articles.</p> <p>If the Company merges in accordance with the aforesaid paragraph without a resolution from the general meeting, it must be resolved by the board of directors.</p>
<p><b>Article 174</b></p>	<p><b>Article 182</b></p> <p>or on the National Enterprise Credit Information Publicity System</p>
<p><b>Article 175</b></p>	<p><b>Article 183</b></p>

Before Amendment	After Amendment
<p><b>Article 176</b></p> <p>... (c) ... (d) ... (e) ... (f) ... (g) ... (h) ... (i) ... (j) ... (k) ... (l) ... (m) ... (n) ... (o) ... (p) ... (q) ... (r) ... (s) ... (t) ... (u) ... (v) ... (w) ... (x) ... (y) ... (z) ...</p> <p>0</p>	<p><b>Article 184</b></p> <p>... (c) ... (d) ... (e) ... (f) ... (g) ... (h) ... (i) ... (j) ... (k) ... (l) ... (m) ... (n) ... (o) ... (p) ... (q) ... (r) ... (s) ... (t) ... (u) ... (v) ... (w) ... (x) ... (y) ... (z) ...</p> <p>or on the National Enterprise Credit Information Publicity System</p> <p>0</p>

Before Amendment	After Amendment
<p><b>Article 178</b></p> <p>When the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles.</p>	<p><b>Article 186</b> reduces</p> <p>at the general meeting,</p> <p>or on the National Enterprise Credit Information Publicity System</p> <p>Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles.</p>

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1350 736"><b>Article 187</b> If the Company still has losses after making up for them in accordance with the provisions of paragraph 2 of Article 159 of the Articles, it may reduce its registered capital to make up for such losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.</p> <p data-bbox="815 783 1350 1336">Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 186 of the Article shall not apply. However, the Company shall announce the reduction on the newspaper(s) and website(s) (including the HKEXnews website of Hong Kong Stock Exchange (<a href="http://www.hkexnews.hk">www.hkexnews.hk</a>)) designated by securities regulatory authorities or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' meeting passes a resolution to reduce the registered capital.</p> <p data-bbox="815 1383 1350 1676">After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory common reserve fund and the discretionary common reserve funds reaches 50% of the Company's registered capital.</p>

<b>Before Amendment</b>	<b>After Amendment</b>
<b>New Article</b>	<b>Article 188 If the reduction of the registered capital is in violation of the</b>

Before Amendment	After Amendment
<p><b>Article 181</b></p> <p>( ) <b>Article 180</b></p>	<p><b>Article 192</b></p> <p>( ) and item (II) <b>Article 191</b></p> <p>and the property has not yet been distributed to shareholders,</p> <p>or a resolution of general meeting.</p> <p>or a resolution of general meeting</p>
<p><b>Article 182</b></p> <p>( ), ( ), ( ) ( )</p> <p><b>Article 180</b></p>	<p><b>Article 193</b></p> <p>( ), ( ), ( ) ( )</p> <p><b>Article 191</b>, it shall be liquidated. The directors are the obligor of liquidation of the Company, and shall set up a liquidation team to commence liquidation within 15 days from the date of occurrence of event that causes dissolution.</p> <p>, unless otherwise provided in the Articles or other persons are elected</p>

Before Amendment	After Amendment
<p><b>Article 184</b></p> <p>.....</p>	<p><b>Article 195</b></p> <p>..... or on the National Enterprise Credit Information Publicity System</p> <p>.....</p>
<p><b>Article 185</b></p> <p>.....</p>	<p><b>Article 196</b></p> <p>.....</p>



Before Amendment	After Amendment
<p><b>Article 186</b></p> <p>...</p>	<p><b>Article 197</b></p> <p>...</p> <p><b>and liquidation.</b></p> <p><b>After the application for insolvency is accepted by the People's Court,</b></p> <p>...</p> <p><b>the bankruptcy administrator designated by</b></p> <p>...</p>
<p><b>Article 187</b></p> <p>...</p>	<p><b>Article 198</b></p> <p>...</p>
<p><b>Article 188</b></p> <p>...</p>	<p><b>Article 199</b></p> <p>...</p> <p><b>perform the liquidation duties and have obligations of loyalty and diligence.</b></p> <p><b>Where</b></p> <p><b>neglect to perform the liquidation duties and cause any loss to the Company, he/she shall be liable to make compensation;</b></p> <p>...</p>

Before Amendment	After Amendment
<p><b>Article 190</b> ... shall ...</p> <p>.....</p> <p>(i) ...</p> <p>(iii) ...</p>	<p><b>Article 201</b> ... will ...</p> <p>.....</p> <p>(i) ...</p> <p>(iii) ...</p>
<p><b>Article 194</b> ...</p> <p>(i) ... <del>20%</del> ... <del>20%</del> ...</p>	<p><b>Article 205</b> ...</p> <p>(i) ... <del>20%</del> ... <b>or</b> ... <del>20%</del> ...</p> <p>(i) ... <del>20%</del> ...</p>

Before Amendment	After Amendment
<p>(ii) <i>to be read as follows:—</i></p> <p><i>.....</i></p> <p>(iii) <i>to be read as follows:—</i></p> <p><i>.....</i></p> <p><i>.....</i></p>	<p>(ii) <i>to be read as follows:—</i></p> <p><i>.....</i></p> <p>(iii) <i>to be read as follows:—</i></p> <p><i>.....</i></p> <p><i>.....</i></p>
<p><b>Article 195</b> <i>to be read as follows:—</i></p> <p><b>formulate</b> <i>to be read as follows:—</i></p> <p><i>.....</i></p>	<p><b>Article 206</b> <i>to be read as follows:—</i></p> <p><b>formulate</b> <i>to be read as follows:—</i></p> <p><i>.....</i></p>
<p><b>Article 196</b> <i>to be read as follows:—</i></p> <p><i>.....</i></p>	

Before Amendment	After Amendment
<p><b>Article 197</b></p> <p>“under”,</p>	<p><b>Article 208</b> – or</p> <p>“over”,</p>

**2. COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE GENERAL MEETING**

These Rules shall apply to the convening, proposals, notices, holding and other matters of the general meetings of the Company.

1. 股東大會- 股東會-( )
2. ( )

Before Amendments	After Amendments
Newly Added Rule	<b>Rule 2</b> These Rules shall apply to the convening, proposals, notices, holding and other matters of the general meetings of the Company.

Before Amendments	After Amendments
<p><b>Rule 8</b> ... <b>board of supervisors</b> ...</p> <p>... <b>board of supervisors</b> ...</p> <p>... <b>board of supervisors</b> ...</p>	<p><b>Rule 9</b> ... <b>audit committee</b> ...</p> <p>... <b>the listing rules of the places where the Company's shares are listed</b> ...</p> <p>... <b>audit committee</b> ...</p> <p>... <b>written</b> ...</p> <p>... <b>audit committee</b> ...</p>

Before Amendments	After Amendments
<p><b>Rule 9</b></p> <p>10%</p> <p>10</p> <p>10</p> <p>board of supervisors</p> <p>board of supervisors</p> <p>board of supervisors</p> <p>10</p> <p>0</p>	<p><b>Rule 10</b></p> <p>10%</p> <p>shall</p> <p>the listing rules of the places where the Company's shares are listed</p> <p>10</p> <p>10</p> <p>audit committee</p> <p>audit committee</p> <p>audit committee</p> <p>10</p> <p>0</p>

Before Amendments	After Amendments
<p><b>Rule 10</b> board of supervisors</p> <p>(.)</p> <p>stock exchanges.</p> <p>10%</p> <p>board of supervisors</p>	

Before Amendments	After Amendments
<p><b>Rule 14</b></p> <p>.....</p> <p>1%</p> <p>10</p> <p>1%</p> <p>10</p> <p>.....</p>	<p><b>Rule 15</b></p> <p>1%</p> <p>10</p> <p>....., and submit such provisional proposal to the general meeting for consideration, unless the provisional proposal is in violation of the laws, administrative regulations or the Articles of Association or does not fall within the scope of the terms of reference for the general meeting. The Company shall not increase the shareholding requirement for shareholders proposing provisional proposals.</p> <p>.....</p>

Before Amendments	After Amendments
<p><b>Rule 15</b></p> <p>21</p> <p>10</p>	<p><b>Rule 16</b></p> <p>21</p> <p>(or the date as required by the place where the shares of the Company are listed, whichever is earlier),</p> <p>10</p> <p>(or the date as required by the place where the shares of the Company are listed, whichever is earlier).</p>
<p><b>Rule 16</b></p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p>	<p><b>Rule 17</b></p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p> <p>10</p>

Before Amendments	After Amendments
<p><b>Rule 17</b></p> <p>.....</p>	<p><b>Rule 18</b></p> <p>.....</p>

Before Amendments	After Amendments
<p><b>Rule 18</b></p> <p>(1)</p> <p>(2)</p> <p>(3)</p> <p>(4)</p> <p>(5)</p> <p>(6)</p> <p>(7)</p> <p>(8)</p> <p>(9)</p> <p>(10)</p> <p>(11)</p> <p>(12)</p> <p>(13)</p> <p>(14)</p> <p>(15)</p> <p>(16)</p> <p>(17)</p> <p>(18)</p> <p>(19)</p> <p>(20)</p> <p>(21)</p> <p>(22)</p> <p>(23)</p> <p>(24)</p> <p>(25)</p> <p>(26)</p> <p>(27)</p> <p>(28)</p> <p>(29)</p> <p>(30)</p> <p>(31)</p> <p>(32)</p> <p>(33)</p> <p>(34)</p> <p>(35)</p> <p>(36)</p> <p>(37)</p> <p>(38)</p> <p>(39)</p> <p>(40)</p> <p>(41)</p> <p>(42)</p> <p>(43)</p> <p>(44)</p> <p>(45)</p> <p>(46)</p> <p>(47)</p> <p>(48)</p> <p>(49)</p> <p>(50)</p> <p>(51)</p> <p>(52)</p> <p>(53)</p> <p>(54)</p> <p>(55)</p> <p>(56)</p> <p>(57)</p> <p>(58)</p> <p>(59)</p> <p>(60)</p> <p>(61)</p> <p>(62)</p> <p>(63)</p> <p>(64)</p> <p>(65)</p> <p>(66)</p> <p>(67)</p> <p>(68)</p> <p>(69)</p> <p>(70)</p> <p>(71)</p> <p>(72)</p> <p>(73)</p> <p>(74)</p> <p>(75)</p> <p>(76)</p> <p>(77)</p> <p>(78)</p> <p>(79)</p> <p>(80)</p> <p>(81)</p> <p>(82)</p> <p>(83)</p> <p>(84)</p> <p>(85)</p> <p>(86)</p> <p>(87)</p> <p>(88)</p> <p>(89)</p> <p>(90)</p> <p>(91)</p> <p>(92)</p> <p>(93)</p> <p>(94)</p> <p>(95)</p> <p>(96)</p> <p>(97)</p> <p>(98)</p> <p>(99)</p> <p>(100)</p>	<p><b>Rule 19</b></p> <p>the time and venue of the meeting, and determine the record date.</p>

Before Amendments	After Amendments
<p><b>Rule 20</b> [Faint text]</p> <p>.....</p>	<p><b>Rule 21</b> [Faint text]</p> <p>.....</p>
<p><b>Rule 21</b> [Faint text] time of the vote [Faint text] method of voting online [Faint text]</p>	<p><b>Rule 22</b> [Faint text] voting time [Faint text] voting procedures through internet [Faint text]</p> <p><b>For the general meeting, the time of voting through internet or other means shall be no earlier than 3:00 p.m. on the day before the live general meeting and no later than 9:30 a.m. on the day of the live general meeting, and shall be concluded no earlier than 3:00 p.m. on the day the live general meeting ends.</b></p>

Before Amendments	After Amendments
<p><b>Rule 22</b> The directors may, if they think fit, cause any business to be transacted in writing by resolution of the directors, and such resolution shall be as validly passed as if it had been passed at a meeting of the directors duly convened and held.</p>	<p><b>Rule 23</b> The directors may, if they think fit, cause any business to be transacted in writing by resolution of the directors, and such resolution shall be as validly passed as if it had been passed at a meeting of the directors duly convened and held.</p>
<p><b>Rule 23</b> The directors may, if they think fit, cause any business to be transacted in writing by resolution of the directors, and such resolution shall be as validly passed as if it had been passed at a meeting of the directors duly convened and held.</p>	<p><b>Rule 24</b> The directors may, if they think fit, cause any business to be transacted in writing by resolution of the directors, and such resolution shall be as validly passed as if it had been passed at a meeting of the directors duly convened and held.</p> <p>Shareholders attending the general meeting shall be entitled to one vote for each share held. Shares held by the Company have no voting rights.</p>
<p><b>Rule 26</b> The directors may, if they think fit, cause any business to be transacted in writing by resolution of the directors, and such resolution shall be as validly passed as if it had been passed at a meeting of the directors duly convened and held.</p>	<p><b>Rule 27</b> Where the general meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.</p>

Before Amendments	After Amendments
<p><b>Rule 27</b></p> <p>...</p> <p>board of supervisors</p> <p>board of supervisors.</p> <p>board of supervisors</p> <p>a supervisor</p> <p>supervisors</p> <p>...</p>	<p><b>Rule 28</b></p> <p>...</p> <p>audit committee</p> <p>audit committee.</p> <p>audit committee</p> <p>a member of the audit committee</p> <p>members of the audit committee</p> <p>the convener or</p> <p>...</p>
<p><b>Rule 28</b></p> <p>...</p> <p>...</p> <p>...</p> <p>...</p>	<p><b>Rule 29</b></p> <p>...</p> <p>Each</p> <p>...</p>

Before Amendments	After Amendments
<p><b>Rule 29</b></p>	<p><b>Rule 30</b></p>
<p><b>Rule 31</b></p>	<p><b>Rule 32</b></p> <p>Where material issues affecting the interests of small and medium investors are being considered in the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.</p> <p>Shares held by the Company have no voting rights. This portion of shares is not included in the total number of voting shares held by shareholders present at the general meeting.</p> <p>Where a shareholder’s purchase of voting shares of the Company violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the permitted proportion shall not exercise the voting right within 36 months after the purchase, and shall not be included in the total number of voting shares held by shareholders present at the general meeting.</p>

Before Amendments	After Amendments
	<p>The Company's board of directors, independent directors and shareholders holding more than 1% of the voting shares or the investor protection institutions established according to laws, administrative regulations or requirements of the CSRC may publicly solicit voting rights from shareholders, provided that sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Except for the statutory provisions, the Company shall not impose any limitation related to minimum shareholdings on the solicitation of voting rights.</p>



Before Amendments	After Amendments
<p><b>Rule 34</b> / ... ..</p> <p>.....</p>	<p><b>Rule 35</b> / ... ..</p> <p>..... if .....</p>
<p><b>Rule 37</b> / ... ..</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	<p><b>Rule 38</b> / ... ..</p> <p>..... and .....</p> <p>..... (or other relevant persons appointed under the Hong Kong Listing Rules) in accordance with the listing rules of the place where the shares of the Company are listed .....</p> <p>....., and shall announce the voting results on the spot.</p> <p>.....</p>
<p><b>Rule 38</b> / ... ..</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	<p><b>Rule 39</b> / ... ..</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>

Before Amendments	After Amendments
<p><b>Chapter 5 Voting and Resolutions of General Meetings</b></p>	<p><b>Deleted</b></p>
<p><b>Rule 41</b> <i>(Faint, illegible text)</i></p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 42</b> <i>(Faint, illegible text)</i></p> <p>( ) <i>(Faint, illegible text)</i></p> <p>(i) <i>(Faint, illegible text)</i></p> <p>(ii) <i>(Faint, illegible text)</i></p> <p>(iii) <i>(Faint, illegible text)</i></p> <p>(iv) <i>(Faint, illegible text)</i></p> <p>(v) <i>(Faint, illegible text)</i></p> <p>(vi) <i>(Faint, illegible text)</i></p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 43</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p> <p>(vi)</p> <p>(vii)</p> <p>(viii)</p> <p>(ix)</p> <p>(x)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p>(1) ...</p> <p>(2) ...</p> <p>...</p>	







Before Amendments	After Amendments
<p><b>Rule 50</b></p> <p>...</p>	<p><b>Rule 46</b></p> <p>...</p> <p>However, this does not apply if such procedures for convening the general meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.</p> <p>If the board of directors, shareholders and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolutions of the general meeting. The Company, its directors and senior management shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.</p>

Before Amendments	After Amendments
	<p>Where the People’s Court makes a judgement or ruling on the relevant matter, the listed company shall fulfill its obligations to disclose the information in accordance with the requirements of laws, administrative regulations and securities regulatory rules of the places where the Company’s shares are listed, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.</p>
<p><b>Chapter 6 Regulatory Measures</b></p>	<p><b>Deleted</b></p>
<p><b>Rule 51</b></p> <p>When the Company is involved in a lawsuit, the Company shall disclose the progress of the lawsuit and the impact of the lawsuit on the Company in a timely manner. When the Company is involved in a lawsuit, the Company shall disclose the progress of the lawsuit and the impact of the lawsuit on the Company in a timely manner.</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 52</b></p> <p>When the Company is involved in a lawsuit, the Company shall disclose the progress of the lawsuit and the impact of the lawsuit on the Company in a timely manner. When the Company is involved in a lawsuit, the Company shall disclose the progress of the lawsuit and the impact of the lawsuit on the Company in a timely manner.</p>	<p><b>Deleted Rule</b></p>



3. COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

1. 股東大會- 股東會-

1. 股東大會- 股東會-
- 2.

Before Amendments	After Amendments
<b>Chapter 1 General Provisions</b>	<b>Deleted</b>
<p><b>Rule 1</b></p> <p>(浙江三花智能控制股份有限公司) (</p> <p><b>amended</b></p>	<p><b>Rule 1</b></p> <p>(浙江三花智能控制股份有限公司) (</p> <p><b>formulated</b></p>

Before Amendments	After Amendments
<p>... (the “<b>Hong Kong Listing Rules</b>”)</p>	<p>... (the “<b>Hong Kong Listing Rules</b>”)</p>
<p><b>Rule 3</b></p>	<p><b>Rule 3</b></p>
<p><b>Rule 4</b></p>	<p><b>Deleted Rule</b></p>
<p><b>Chapter 2 Composition of the Board of Directors</b></p>	<p><b>Deleted</b></p>

Before Amendments	After Amendments
<p><b>Rule 8</b></p> <p>...</p> <hr/> <p>...</p>	<p><b>Rule 7</b> ... shall ... <b>management and ESG,</b> ...</p>

Before Amendments	After Amendments
<p><b>Rule 9</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p> <p>(vi)</p> <p>(vii)</p> <p>(viii)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	
<p>( )</p>	



Before Amendments	After Amendments
<p><b>Rule 10</b> <i>... of the Association shall be the following: ...</i></p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 11</b> <i>... of the Association shall be the following: ...</i></p>	<p><b>Deleted Rule</b></p>
<p><b>Chapter 3 Directors</b></p>	<p><b>Deleted</b></p>
<p><b>Rule 12</b> <i>... of the Association shall be the following: ...</i></p>	<p><b>Deleted Rule</b></p>



Before Amendments	After Amendments
<p><b>Rule 14</b></p> <p>...</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>(iv) ...</p> <p>...</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<b>Rule 15</b> [Faint, illegible text]	



Before Amendments	After Amendments
<p><b>Rule 17</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p>(c) ...</p> <p>(d) ...</p>	
<p><b>Rule 18</b> ...</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 19</b> ...</p>	<p><b>Deleted Rule</b></p>



Before Amendments	After Amendments
<p><b>Rule 22</b></p> <p>1. The Board of Directors shall have the authority to manage and conduct the business of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws.</p> <p>2. The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> <li>a. Adopt, amend, and repeal the Bylaws of the Association.</li> <li>b. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>c. Elect, remove, and suspend any officer, director, or member of the Association.</li> <li>d. Elect, remove, and suspend any member of the Board of Directors.</li> <li>e. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>f. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>g. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>h. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>i. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>j. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>k. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>l. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>m. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>n. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>o. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>p. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>q. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>r. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>s. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>t. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>u. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>v. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>w. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>x. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>y. Adopt, amend, and repeal the rules and regulations of the Association.</li> <li>z. Adopt, amend, and repeal the rules and regulations of the Association.</li> </ul>	<p><b>Deleted Rule</b></p>





Before Amendments	After Amendments
<p><b>Rule 28</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p> <p>(vi)</p> <p>(vii)</p> <p>(viii)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 29</b></p> <p>(i) ...</p> <p>(ii) ... 1%</p> <p>(iii) ... 2%</p> <p>(iv) ...</p> <p>(v) ...</p>	<p><b>Deleted Rule</b></p>



Before Amendments	After Amendments
<p><b>Rule 30</b></p> <p>(i)</p> <p>(ii)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p>(iii) ...</p> <p>...</p> <p>(iv) ...</p>	

Before Amendments	After Amendments
<p><b>Rule 31</b></p> <p><i>[Faint, illegible text representing the original rule content]</i></p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 32</b></p> <p>1. The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the Association in the case of the following:</p> <p>(a) the purchase, sale, lease, mortgage, conveyance, or otherwise disposition of real property owned by the Association;</p> <p>(b) the purchase, sale, lease, mortgage, conveyance, or otherwise disposition of personal property owned by the Association;</p> <p>(c) the incurring of any debt or liability of the Association;</p> <p>(d) the payment of any dividend or other distribution to the members of the Association;</p> <p>(e) the payment of any interest on any debt or liability of the Association;</p> <p>(f) the payment of any salary or other compensation to any officer or director of the Association;</p> <p>(g) the payment of any salary or other compensation to any employee of the Association;</p> <p>(h) the payment of any salary or other compensation to any agent of the Association;</p> <p>(i) the payment of any salary or other compensation to any contractor of the Association;</p> <p>(j) the payment of any salary or other compensation to any consultant of the Association;</p> <p>(k) the payment of any salary or other compensation to any advisor of the Association;</p> <p>(l) the payment of any salary or other compensation to any other person or entity;</p> <p>(m) the payment of any salary or other compensation to any other person or entity;</p> <p>(n) the payment of any salary or other compensation to any other person or entity;</p> <p>(o) the payment of any salary or other compensation to any other person or entity;</p> <p>(p) the payment of any salary or other compensation to any other person or entity;</p> <p>(q) the payment of any salary or other compensation to any other person or entity;</p> <p>(r) the payment of any salary or other compensation to any other person or entity;</p> <p>(s) the payment of any salary or other compensation to any other person or entity;</p> <p>(t) the payment of any salary or other compensation to any other person or entity;</p> <p>(u) the payment of any salary or other compensation to any other person or entity;</p> <p>(v) the payment of any salary or other compensation to any other person or entity;</p> <p>(w) the payment of any salary or other compensation to any other person or entity;</p> <p>(x) the payment of any salary or other compensation to any other person or entity;</p> <p>(y) the payment of any salary or other compensation to any other person or entity;</p> <p>(z) the payment of any salary or other compensation to any other person or entity;</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<b>Rule 33</b> <i>[Faint, illegible text]</i>	

Before Amendments	After Amendments
<p>Section 1. The purpose of the Association shall be to provide a safe and secure environment for the members and their families, to promote the health, safety and well-being of the members and their families, and to provide a place where the members and their families can enjoy the amenities and services of the Association.</p>	
<p><b>Rule 34</b></p> <p>The Board of Directors shall have the authority to adopt, amend, and repeal the rules and regulations of the Association, provided that such rules and regulations are not inconsistent with the Articles of Association and the Bylaws of the Association.</p> <p>The Board of Directors shall also have the authority to adopt, amend, and repeal the rules and regulations of the Association, provided that such rules and regulations are not inconsistent with the Articles of Association and the Bylaws of the Association.</p> <p>The Board of Directors shall also have the authority to adopt, amend, and repeal the rules and regulations of the Association, provided that such rules and regulations are not inconsistent with the Articles of Association and the Bylaws of the Association.</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 35</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 36</b></p> <p>1. The Board of Directors shall have the following powers and duties:</p> <p>(i) To manage the business and affairs of the Association and to cause the Association to carry out its purposes and objectives;</p> <p>(ii) To determine the budget and to cause the Association to carry out the budget;</p> <p>(iii) To determine the policies and procedures of the Association and to cause the Association to carry out the policies and procedures;</p> <p>(iv) To determine the rules and regulations of the Association and to cause the Association to carry out the rules and regulations;</p> <p>(v) To determine the financial statements of the Association and to cause the Association to carry out the financial statements;</p> <p>(vi) To determine the membership of the Association and to cause the Association to carry out the membership;</p> <p>2. The Board of Directors shall have the following powers and duties:</p> <p>(i) To manage the business and affairs of the Association and to cause the Association to carry out its purposes and objectives;</p> <p>(ii) To determine the budget and to cause the Association to carry out the budget;</p> <p>(iii) To determine the policies and procedures of the Association and to cause the Association to carry out the policies and procedures;</p> <p>(iv) To determine the rules and regulations of the Association and to cause the Association to carry out the rules and regulations;</p> <p>(v) To determine the financial statements of the Association and to cause the Association to carry out the financial statements;</p> <p>(vi) To determine the membership of the Association and to cause the Association to carry out the membership;</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 37</b></p> <p>1. The Board of Directors shall have the following powers and duties:</p> <p>(i) to manage and control the affairs of the Association;</p> <p>(ii) to cause the Association to comply with the laws of the State of Florida and the rules and regulations of the Florida Bar;</p> <p>(iii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(iv) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(v) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(vi) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(vii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(viii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(ix) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(x) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xi) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xiii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xiv) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xv) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xvi) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xvii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xviii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xix) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xx) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxi) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxiii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxiv) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxv) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxvi) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxvii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxviii) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxix) to cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(xxx) to cause the Association to comply with the rules and regulations of the Florida Bar;</p>	<p><b>Deleted Rule</b></p>



Before Amendments	After Amendments
<p><b>Rule 38</b> [Faint, illegible text]</p> <p>(i) [Faint, illegible text]</p> <p>(ii) [Faint, illegible text]</p> <p>(iii) [Faint, illegible text]</p> <p>(iv) [Faint, illegible text]</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 39</b></p> <p>1. The Board of Directors shall have the authority to:</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>(iv) ...</p> <p>(v) ...</p> <p>(vi) ...</p> <p>(vii) ...</p> <p>(viii) ...</p> <p>(ix) ...</p> <p>(x) ...</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 40</b></p> <p>1. The Board of Directors shall have the authority to manage the business and affairs of the Association and to exercise all the powers and authority of the Association, subject to the limitations set forth in the Articles of Association and the Bylaws.</p> <p>2. The Board of Directors shall have the authority to:</p> <p>(a) borrow money and mortgage the property of the Association;</p> <p>(b) acquire, hold, lease, sell, convey, and otherwise dispose of real and personal property;</p> <p>(c) execute and deliver any instrument in writing that may be necessary or appropriate in the conduct of the Association's business;</p> <p>(d) sue and be sued, defend, compromise, and settle any claim or litigation;</p> <p>(e) make, alter, or repeal the Bylaws;</p> <p>(f) make, alter, or repeal the rules and regulations of the Association;</p> <p>(g) make, alter, or repeal any other rules and regulations that may be necessary or appropriate for the proper management of the Association;</p> <p>(h) do all other acts and things that may be necessary or appropriate for the proper management of the Association.</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 41</b></p> <p>1. The Board of Directors shall have the authority to:</p> <p>(a) borrow money and mortgage the property of the Association;</p> <p>(b) acquire, hold, lease, sell, convey, and otherwise dispose of real and personal property;</p> <p>(c) execute and deliver any instrument in writing that may be necessary or appropriate in the conduct of the Association's business;</p> <p>(d) sue and be sued, defend, compromise, and settle any claim or litigation;</p> <p>(e) make, alter, or repeal the Bylaws;</p> <p>(f) make, alter, or repeal the rules and regulations of the Association;</p> <p>(g) make, alter, or repeal any other rules and regulations that may be necessary or appropriate for the proper management of the Association;</p> <p>(h) do all other acts and things that may be necessary or appropriate for the proper management of the Association.</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 42</b></p> <p>1. The Board of Directors shall have the authority to:</p> <ol style="list-style-type: none"> <li>(a) manage the day-to-day operations of the Association;</li> <li>(b) exercise all powers and authority not reserved to the members or the Annual Meeting;</li> <li>(c) determine the budget and financial policies of the Association;</li> <li>(d) determine the policies and procedures for the Association's operations;</li> <li>(e) determine the Association's policies and procedures for the management of the Association's assets;</li> <li>(f) determine the Association's policies and procedures for the management of the Association's liabilities;</li> <li>(g) determine the Association's policies and procedures for the management of the Association's investments;</li> <li>(h) determine the Association's policies and procedures for the management of the Association's real estate;</li> <li>(i) determine the Association's policies and procedures for the management of the Association's personnel;</li> <li>(j) determine the Association's policies and procedures for the management of the Association's information technology;</li> <li>(k) determine the Association's policies and procedures for the management of the Association's legal affairs;</li> <li>(l) determine the Association's policies and procedures for the management of the Association's risk management;</li> <li>(m) determine the Association's policies and procedures for the management of the Association's insurance;</li> <li>(n) determine the Association's policies and procedures for the management of the Association's security;</li> <li>(o) determine the Association's policies and procedures for the management of the Association's environmental affairs;</li> <li>(p) determine the Association's policies and procedures for the management of the Association's sustainability;</li> <li>(q) determine the Association's policies and procedures for the management of the Association's social responsibility;</li> <li>(r) determine the Association's policies and procedures for the management of the Association's governance;</li> <li>(s) determine the Association's policies and procedures for the management of the Association's ethics;</li> <li>(t) determine the Association's policies and procedures for the management of the Association's compliance;</li> <li>(u) determine the Association's policies and procedures for the management of the Association's anti-money laundering;</li> <li>(v) determine the Association's policies and procedures for the management of the Association's anti-bribery and corruption;</li> <li>(w) determine the Association's policies and procedures for the management of the Association's anti-trust and competition law;</li> <li>(x) determine the Association's policies and procedures for the management of the Association's anti-fraud;</li> <li>(y) determine the Association's policies and procedures for the management of the Association's anti-money laundering and anti-bribery and corruption;</li> <li>(z) determine the Association's policies and procedures for the management of the Association's anti-trust and competition law and anti-fraud.</li> </ol>	<p><b>Deleted Rule</b></p>
<p><b>Rule 43</b></p> <p>1. The Board of Directors shall have the authority to:</p> <ol style="list-style-type: none"> <li>(i) manage the day-to-day operations of the Association;</li> <li>(ii) exercise all powers and authority not reserved to the members or the Annual Meeting;</li> <li>(iii) determine the budget and financial policies of the Association;</li> <li>(iv) determine the policies and procedures for the Association's operations;</li> <li>(v) determine the Association's policies and procedures for the management of the Association's assets;</li> <li>(vi) determine the Association's policies and procedures for the management of the Association's liabilities;</li> <li>(vii) determine the Association's policies and procedures for the management of the Association's investments;</li> <li>(viii) determine the Association's policies and procedures for the management of the Association's real estate;</li> <li>(ix) determine the Association's policies and procedures for the management of the Association's personnel;</li> <li>(x) determine the Association's policies and procedures for the management of the Association's information technology;</li> <li>(xi) determine the Association's policies and procedures for the management of the Association's legal affairs;</li> <li>(xii) determine the Association's policies and procedures for the management of the Association's risk management;</li> <li>(xiii) determine the Association's policies and procedures for the management of the Association's insurance;</li> <li>(xiv) determine the Association's policies and procedures for the management of the Association's security;</li> <li>(xv) determine the Association's policies and procedures for the management of the Association's environmental affairs;</li> <li>(xvi) determine the Association's policies and procedures for the management of the Association's sustainability;</li> <li>(xvii) determine the Association's policies and procedures for the management of the Association's social responsibility;</li> <li>(xviii) determine the Association's policies and procedures for the management of the Association's governance;</li> <li>(xix) determine the Association's policies and procedures for the management of the Association's ethics;</li> <li>(xx) determine the Association's policies and procedures for the management of the Association's compliance;</li> <li>(xxi) determine the Association's policies and procedures for the management of the Association's anti-money laundering;</li> <li>(xxii) determine the Association's policies and procedures for the management of the Association's anti-bribery and corruption;</li> <li>(xxiii) determine the Association's policies and procedures for the management of the Association's anti-trust and competition law;</li> <li>(xxiv) determine the Association's policies and procedures for the management of the Association's anti-fraud;</li> <li>(xxv) determine the Association's policies and procedures for the management of the Association's anti-money laundering and anti-bribery and corruption;</li> <li>(xxvi) determine the Association's policies and procedures for the management of the Association's anti-trust and competition law and anti-fraud.</li> </ol>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<b>Chapter 5 Chairman of the Board of Directors</b>	<b>Deleted</b>
<b>Rule 46</b>	<b>Deleted Rule</b>
<b>Rule 47</b>	<b>Deleted Rule</b>
<b>Rule 48</b>	<b>Deleted Rule</b>
<b>Rule 49</b>	<b>Deleted Rule</b>
<b>Chapter 6 Secretary to the Board of Directors</b>	<b>Deleted Rule</b>
<b>Rule 50</b>	<b>Deleted Rule</b>

Before Amendments	After Amendments
<p><b>Rule 51</b></p> <p>...</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>...</p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 52</b></p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 53</b></p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 54</b></p>	<p><b>Deleted Rule</b></p>



Before Amendments	After Amendments
<p><b>Rule 56</b> <i>Deleted Rule</i></p> <p>(i) <i>Deleted Rule</i></p> <p>(ii) <i>Deleted Rule</i></p> <p>(iii) <i>Deleted Rule</i></p> <p>(iv) <i>Deleted Rule</i></p> <p>(v) <i>Deleted Rule</i></p> <p>(vi) <i>Deleted Rule</i></p> <p><i>Deleted Rule</i></p> <p>1. <i>Deleted Rule</i></p> <p>2. <i>Deleted Rule</i></p> <p><i>Deleted Rule</i></p> <p><i>Deleted Rule</i></p> <p><input checked="" type="checkbox"/> <i>Deleted Rule</i></p> <p><i>Deleted Rule</i></p> <p><i>Deleted Rule</i></p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p>1. The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>2. The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>(ii) The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>1. The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>2. The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p> <p>(iii) The Association shall have the right to sue and be sued, to acquire, hold, convey, lease, mortgage, and otherwise dispose of real and personal property, to execute contracts, to incur and discharge obligations and liabilities, to enter into partnerships, joint ventures, and other associations, and to do all such other things as may be necessary or proper to carry out its purposes and objectives.</p>	



Before Amendments	After Amendments
<p>(11) The Corporation shall have the right to acquire, hold, lease, convey, mortgage, sell, assign, dispose, or otherwise dispose of any real or personal property, including but not limited to, real estate, personal property, and any interest therein, and to execute any instrument necessary to carry out the purposes of this Article.</p>	<p>The Corporation shall have the right to acquire, hold, lease, convey, mortgage, sell, assign, dispose, or otherwise dispose of any real or personal property, including but not limited to, real estate, personal property, and any interest therein, and to execute any instrument necessary to carry out the purposes of this Article.</p>



Before Amendments	After Amendments
<b>Newly Added Rule</b>	<b>Rule 16</b> A board meeting shall be attended by the directors in person. If a director is unable to attend due to certain reasons, he may appoint other directors to attend on his behalf in writing. The proxy form shall specify the name of the proxy, the matters to be dealt with by the proxy, scope of authority and valid term, and shall be signed or chopped by the appointer. Director attending meetings on behalf of others shall exercise their rights as directors within the scope of their authorization. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting.

Before Amendments	After Amendments
<p><b>Newly Added Rule</b></p>	<p><b>Rule 17</b> When a director authorizes other director or is authorized to attend the board meeting, the following principles shall be followed:</p> <ol style="list-style-type: none"> <li data-bbox="815 485 1353 774">(1) when considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either;</li> <li data-bbox="815 821 1353 1038">(2) the independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either;</li> <li data-bbox="815 1085 1353 1374">(3) the directors shall not fully authorize other directors to attend the meeting without giving their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept the full authorization or the unclearly defined authorization;</li> <li data-bbox="815 1421 1353 1634">(4) one director shall not accept the authorizations of more than two directors while a director cannot authorize a director who has been authorized by other two directors to attend the meeting.</li> </ol>

Before Amendments	After Amendments
<p><b>Rule 60</b></p> <p>The directors should independently and prudently give their opinions upon carefully reading the relevant meeting materials and fully understanding the situations.</p> <p>The directors are allowed to learn the information necessary for the decision-making from the office of the board, the meeting convener, the chief executive officer and other senior management, various special committees, accounting firms and law firms and other relevant personnel and organizations before the meeting, or to suggest the presider to invite the above-mentioned persons and the representatives of the above-mentioned organizations to attend the meeting to explain the relevant situations.</p> <p>issuer.</p>	<p><b>Rule 18</b> The directors should independently and prudently give their opinions upon carefully reading the relevant meeting materials and fully understanding the situations.</p> <p>The directors are allowed to learn the information necessary for the decision-making from the office of the board, the meeting convener, the chief executive officer and other senior management, various special committees, accounting firms and law firms and other relevant personnel and organizations before the meeting, or to suggest the presider to invite the above-mentioned persons and the representatives of the above-mentioned organizations to attend the meeting to explain the relevant situations.</p> <p>Company.</p>

Before Amendments	After Amendments
<p><b>Newly Added Rule</b></p>	<p><b>Rule 19</b> The meeting presider shall seek clear opinions on each proposal from the participating directors.</p> <p>When any director hinders the normal proceeding of the meeting or affects other directors' speech, the meeting presider shall promptly stop him/her.</p> <p>Unless with the unanimous consent of all participating directors, the proposals not included in the meeting notice shall not be put to a vote in the board meeting. The directors who are authorized by other directors to attend the meeting shall not vote on the proposals not included in the meeting notice on behalf of other directors.</p>
<p><b>Newly Added Rule</b></p>	<p><b>Rule 20</b> When each proposal is fully discussed, it shall be put to a vote by the participating directors.</p>

Before Amendments	After Amendments
	<p data-bbox="815 300 1350 1257">If directors have associated relationship with enterprises or individual involved in issues to be determined in the meeting of the board of directors, such directors shall report to the board of directors in writing promptly. Any director having affiliated relationship shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The meeting of the board of directors may be held with over one-half directors without associated relationship, and the resolutions of the meeting of the board of directors shall be approved by over one-half directors without associated relationship. If the unassociated directors attending the meeting of the board of directors are less than 3 people, the issues shall be submitted to the general meetings for examination. If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the places where the Company's shares are listed, such provisions shall prevail.</p> <p data-bbox="815 1306 1350 1596">The extraordinary general meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via communication and resolutions may be passed thereat, to be signed by the directors present at the meeting.</p>

Before Amendments	After Amendments
<p><b>Rule 61</b> <i>Costs of Proceedings</i></p>	

Before Amendments	After Amendments
<p><b>Newly Added Rule</b></p>	<p><b>Rule 21</b> After the completion of voting by the directors attending the meeting, the relevant staff of the office of the board of directors shall count the votes promptly.</p> <p>If the meeting is held physically, the presiding officer shall announce the result on the spot. In other cases, the presiding officer shall request the secretary of the board of directors to notify the directors of the voting results before the next business day after the expiration of the prescribed time limit for voting.</p> <p>If a director votes after the presiding officer announces the voting result or after the expiration of the prescribed time limit for voting, his or her vote shall not be counted.</p>
<p><b>Newly Added Rule</b></p>	<p><b>Rule 22</b> Except for the situations specified in Rule 23 in these Rules, the affirmative votes of more than half of all the directors of the Company is required for the board of directors to consider and approve a proposal and form the relevant resolution. Where the laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association of the Company stipulates that the consent of even more directors is necessary for the board of directors to form the resolutions, the relevant provision shall apply.</p> <p>When the board of directors forms a resolution on any security matter within its functions and powers in accordance with the Articles of Association of the Company, the consents of more than half of all directors of the Company and two-thirds or more of the participating directors are necessary.</p> <p>In case of any discrepancy on the contents and meanings of different resolutions, the resolution formed later shall prevail.</p>

Before Amendments	After Amendments
Newly Added Rule	<p><b>Rule 23</b> If any director of the Company is associated with the enterprises or individuals that are involved in the matters to be resolved at the meeting of the board of directors, he shall submit a written report to the board of directors in a timely manner. Directors with connected relationships shall not exercise his or her voting rights for such matters, nor shall such director exercise voting rights on behalf of other directors. Such meeting of the board of directors shall be convened by a majority of the directors present thereat who are not connected. The resolution of the meeting of the board of directors shall be passed by more than half of the non-connected directors. If the number of non-connected directors present at such meeting is less than three, relevant proposals shall be submitted to the general meeting for consideration. Where laws, regulations and the securities regulatory rules of the places where the Company's shares are listed impose any additional restrictions on directors' participation in meetings of the board of directors and voting, the relevant provision shall apply.</p>
Newly Added Rule	<p><b>Rule 24</b> The board of directors shall act in strict accordance with the authorization of the general meeting and the Articles of Association of the Company, and shall not form a resolution by means of exceeding the given authority.</p>

Before Amendments	After Amendments
<p><b>Newly Added Rule</b></p>	<p><b>Rule 25</b> When more than half of the participating directors or more than two independent directors believe that they cannot make a judgment on the relevant matters because the proposal is not clear, specific, or because of inadequate meeting materials and other reasons, the meeting presider shall ask for suspension of voting on the topic in the meeting.</p> <p>The directors who propose to suspend voting shall provide explicit prerequisites for the proposal to be resubmitted for consideration.</p>
<p><b>Rule 62</b> <del>Complete text of Rule 62, which has been removed and replaced by Rule 25.</del></p>	<p><b>Deleted Rule</b></p>

Before Amendments	After Amendments
<p><b>Rule 63</b> [Faint, illegible text]</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 64</b> [Faint, illegible text]</p>	<p><b>Rule 26</b> maintain minutes of the meetings so as to record the decisions on the matters considered. [Faint, illegible text]</p>

Before Amendments	After Amendments
<p><b>Rule 65</b> ...</p>	<p><b>Deleted Rule</b></p>
<p><b>Rule 66</b> ...</p> <p>(1) ...</p> <p>(2) ...</p> <p>(3) ...</p> <p>(4) ...</p> <p>...</p>	<p><b>Rule 27</b> ...</p> <p>(1) ...</p> <p>(2) ...</p> <p>(3) ...</p> <p>(4) ...</p> <p>(5) <b>the</b> ...</p>

Before Amendments	After Amendments
<p><b>Newly Added Rule</b></p>	<p><b>Rule 28</b> The participating directors shall sign the meeting minutes and resolution record for confirmation on behalf of themselves and the directors who authorize them to attend. Any director who has different views on the meeting minutes or the resolution record can make a written explanation when signing the minutes. When necessary, he/she shall report it to the regulatory authorities in a timely manner and he/she can also make a public statement.</p> <p>Where any director fails to sign for confirmation as the proceeding article stipulates and fails to make a written explanation on his/her different views, or fails to report it to the regulatory authorities or make a public statement, he/she shall be deemed to have fully agreed with the contents of the meeting minutes and the resolution record.</p>
<p><b>Rule 67</b></p>	<p><b>Rule 29</b></p>



Before Amendments	After Amendments
<p><b>Rule 75</b> [Faint, illegible text]</p>	<p><b>Rule 37</b> [Faint, illegible text] are [Faint, illegible text], and the same shall apply when they are amended.</p>

[Faint, illegible text]

**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.**  
**POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** This Policy is formulated in accordance with the provisions of the **Company Law of the People's Republic of China** (浙江三花智能控制股份有限公司) (**Company**), the **Company Law of the People's Republic of China** (**Company Law**), the **Measures for the Administration of Independent Directors** (**Measures for the Administration of Independent Directors**), the **Hong Kong Listing Rules** (**Hong Kong Listing Rules**), and the **Articles of Association** (**Articles of Association**), and other relevant laws and regulations.

**Article 2** This Policy shall be applicable to the **Company** and its **Independent Non-Executive Directors**. The **Company** shall ensure that the **Independent Non-Executive Directors** shall exercise their duties in accordance with the **Company Law**, the **Measures for the Administration of Independent Directors**, the **Hong Kong Listing Rules**, and the **Articles of Association**.

... ..

CHAPTER 2 QUALIFICATIONS FOR APPOINTMENT AND REMOVAL

Article 5

(i) ... ..

(ii) ... .. 1%

(iii) ... .. 1%

(iv) ... ..

(v) ... ..

(vi) ... ..

(vii) ... .. (i) & (ii) ... ..

(viii) ... ..

... ..

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

... ..

**Article 6**

- (i) ... ..
- (ii) ... ..
- (iii) ... ..
- (iv) ... ..
- (v) ... ..
- (vi) ... ..

**Article 7**

- (i) ... ..
- (ii) ... ..
- (iii) ... ..
- (iv) ... ..
- (v) ... ..
- (vi) ... ..

**Article 8**

The Board shall have the authority to nominate, elect, re-appoint, suspend, remove or terminate any member of the Board, subject to the approval of the shareholders in a general meeting. The Board shall also have the authority to fill any casual vacancies in the Board.

**Article 9**

The Board shall have the authority to nominate, elect, re-appoint, suspend, remove or terminate any member of the Board, subject to the approval of the shareholders in a general meeting. The Board shall also have the authority to fill any casual vacancies in the Board.

(i)

(ii)

(iii)

**CHAPTER 3 NOMINATION, ELECTION AND CHANGE**

**Article 10**

1% The Board shall have the authority to nominate, elect, re-appoint, suspend, remove or terminate any member of the Board, subject to the approval of the shareholders in a general meeting. The Board shall also have the authority to fill any casual vacancies in the Board.

**Article 11**

The Board shall have the authority to nominate, elect, re-appoint, suspend, remove or terminate any member of the Board, subject to the approval of the shareholders in a general meeting. The Board shall also have the authority to fill any casual vacancies in the Board.

**Article 12**

The Board shall have the authority to nominate, elect, re-appoint, suspend, remove or terminate any member of the Board, subject to the approval of the shareholders in a general meeting. The Board shall also have the authority to fill any casual vacancies in the Board.

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Article 12

Article 13

Article 14

Article 15

Article 16

Article 17

Article 18

Article 19

Article 20

... 0 ...

**CHAPTER 4 DUTIES AND MODALITIES OF PERFORMANCE**

**Article 17**

(i) ...

(ii) ...

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

(c) The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(d) The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all notices of such meetings.

The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

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**Article 19** The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(i) The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(ii) The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all notices of such meetings.

(iii) The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(iv) The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all notices of such meetings.

**Article 20** The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(i) The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(ii) The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all notices of such meetings.

(iii) The Independent Non-Executive Directors shall have the right to call for and receive from the Company all such information as they may require for the discharge of their duties.

(iv) The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all notices of such meetings.

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

(c) The independent non-executive directors shall have the right to call a meeting of the independent non-executive directors to discuss any matter relating to the company's affairs.

The independent non-executive directors shall have the right to call a meeting of the independent non-executive directors to discuss any matter relating to the company's affairs.

**Article 21**

The independent non-executive directors shall have the right to call a meeting of the independent non-executive directors to discuss any matter relating to the company's affairs.

**Article 22**

(Special meetings of independent directors-)  
1. The independent non-executive directors shall have the right to call a meeting of the independent non-executive directors to discuss any matter relating to the company's affairs.

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**Article 23**

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The independent non-executive directors shall have the right to call a meeting of the independent non-executive directors to discuss any matter relating to the company's affairs.

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The independent non-executive directors shall be appointed by the shareholders in general meeting. The independent non-executive directors shall be appointed for a term of three years. The independent non-executive directors shall be eligible for re-election.

**Article 24**

The independent non-executive directors shall be appointed by the shareholders in general meeting.

The independent non-executive directors shall be appointed for a term of three years. The independent non-executive directors shall be eligible for re-election. The independent non-executive directors shall be appointed by the shareholders in general meeting.

**Article 25**

The independent non-executive directors shall be appointed by the shareholders in general meeting. The independent non-executive directors shall be appointed for a term of three years. The independent non-executive directors shall be eligible for re-election.

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**Article 26**

The independent non-executive directors shall be appointed by the shareholders in general meeting. The independent non-executive directors shall be appointed for a term of three years. The independent non-executive directors shall be eligible for re-election.

**Article 27**

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- (i) The independent non-executive directors shall be appointed by the shareholders in general meeting.
- (ii) The independent non-executive directors shall be appointed for a term of three years.
- (iii) The independent non-executive directors shall be eligible for re-election.

(f) The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

(g) The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

(h) The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

(i) The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

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**Article 28**

The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

**CHAPTER 5 PERFORMANCE GUARANTEE**

**Article 29**

The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

**Article 30**

The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

The independent non-executive directors shall have the right to request the company to convene a general meeting of the shareholders to discuss any matter relating to the company's affairs.

**APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Article 31**

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and to receive all communications from the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors.

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**Article 32**

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**Article 33**

The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors.

**Article 34**

The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors.

**Article 35**

The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all communications from the Board of Directors.

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## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 36** 公司增加注册资本时，按照认缴出资的出资比例增加，但全体认缴的出资人另有约定的除外。增加注册资本决议应当经代表三分之二以上表决权的股东通过。

**Article 37** 公司应当依法为债权人提供担保，并如实披露公司的担保信息。

(一) 公司为其关联方提供担保的，关联董事应当回避表决，关联董事不得担任该担保事项的发言人、签字人或者责任人。公司为关联方提供担保的，应当出席股东大会的关联股东回避表决。担保事项应当经出席股东大会的股东所持表决权的三分之二以上通过。

(二) 公司为其关联人提供担保的，应当经出席股东大会的关联股东所持表决权的三分之二以上通过。前款所称关联股东包括持有或者通过协议、其他安排能够实际控制公司百分之五以上股份的股东，以及持有或者通过协议、其他安排能够实际控制公司百分之十以上股份的股东。

(三) 公司为关联人提供担保的，不论关联人是否为公司关联方，关联董事均应当回避表决，关联董事不得担任该担保事项的发言人、签字人或者责任人。公司为关联人提供担保的，应当出席股东大会的关联股东回避表决。担保事项应当经出席股东大会的股东所持表决权的三分之二以上通过。

(四) 公司为其关联人提供担保的，关联董事应当回避表决，关联董事不得担任该担保事项的发言人、签字人或者责任人。公司为关联人提供担保的，应当出席股东大会的关联股东回避表决。担保事项应当经出席股东大会的股东所持表决权的三分之二以上通过。

(五) 公司为关联人提供担保的，不论关联人是否为公司关联方，关联董事均应当回避表决，关联董事不得担任该担保事项的发言人、签字人或者责任人。公司为关联人提供担保的，应当出席股东大会的关联股东回避表决。担保事项应当经出席股东大会的股东所持表决权的三分之二以上通过。

**Article 38** 公司应当依法为债权人提供担保，并如实披露公司的担保信息。

**Article 39** 公司应当依法为债权人提供担保，并如实披露公司的担保信息。

**Article 40** 公司应当依法为债权人提供担保，并如实披露公司的担保信息。

**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.  
MANAGEMENT MEASURES OF RELATED-PARTY TRANSACTIONS**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1**

These Management Measures of Related-Party Transactions (浙江三花智能控制股份有限公司) (the **Company**) are formulated in accordance with the provisions of the **Company Law**, the **Securities Law**, the **Securities Listing Rules**, the **Guidelines on the Standardized Operation**, and the **Stock Exchange** (the **Hong Kong Listing Rules**) and other relevant laws and regulations.

**Article 2**

The Company shall strictly follow the provisions of the **Company Law**, the **Securities Law**, the **Securities Listing Rules**, the **Guidelines on the Standardized Operation**, and the **Stock Exchange** (the **Hong Kong Listing Rules**) and other relevant laws and regulations to formulate these Management Measures of Related-Party Transactions.

**Article 3**

The Company shall strictly follow the provisions of the **Company Law**, the **Securities Law**, the **Securities Listing Rules**, the **Guidelines on the Standardized Operation**, and the **Stock Exchange** (the **Hong Kong Listing Rules**) and other relevant laws and regulations to formulate these Management Measures of Related-Party Transactions.

**Article 4**

The Company shall strictly follow the provisions of the **Company Law**, the **Securities Law**, the **Securities Listing Rules**, the **Guidelines on the Standardized Operation**, and the **Stock Exchange** (the **Hong Kong Listing Rules**) and other relevant laws and regulations to formulate these Management Measures of Related-Party Transactions.

CHAPTER 2 RELATED PARTIES AND RELATED RELATIONSHIP

Article 5 (1) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

Article 6 (1) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(i) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(ii) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(iii) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(iv) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(v) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(i) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(ii) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(iii) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(iv) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

(v) The related parties of a company are those persons who are related to the company as mentioned in sub-section (1) of section 177.

**Article 8**

(i) 10% (ten percent) of the total number of shares of the Company held by the Company's directors, supervisors, and senior management, and the Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution.

**Article 9**

(i) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company.

(ii) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 12% (twelve percent) or more of the total number of shares of the Company. (i) shall apply to the Company's directors, supervisors, and senior management.

**Basic Connected Person-**

(iii) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company.

1. The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company.

(1) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company. (i) shall apply to the Company's directors, supervisors, and senior management.

**Immediate Family Member-**

(2) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company. (i) shall apply to the Company's directors, supervisors, and senior management.

0%

( ) 0%- The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 0% (zero percent) or more of the total number of shares of the Company.

( ) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company. (i) shall apply to the Company's directors, supervisors, and senior management.

**family members-**

( ) The Company's directors, supervisors, and senior management shall not be able to exercise the right to vote on the Company's financial statements, the Company's annual business report, the Company's annual general meeting, and the Company's annual general meeting resolution if they hold 10% (ten percent) or more of the total number of shares of the Company. (i) shall apply to the Company's directors, supervisors, and senior management.

(c) 0% 0% ( )

2. ( )

(1) ( )

(2) (Trustee) ( )

( ) 0% ( ) (1) 0%

( ) 0% ( )

( )

1. ( ) 10% ( )

**Article 10**

1. The Government shall ensure that the public interest is protected in the exercise of the rights and freedoms mentioned in Article 9.



**Article 15** 公司與關聯方所訂立之契約，除下列各款情形外，均應依下列規定辦理：(一) 該契約係屬日常業務經營所必需者；(二) 該契約之條件不劣於一般市場上獨立經營事業之通常條件者；(三) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者；(四) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(一) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(二) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。(三) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。(四) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(三) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(四) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(一) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。(二) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(二) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(三) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

(四) 該契約之訂立，係經全體獨立非執行董事之同意，且該等獨立非執行董事在同意前，已審慎查核該契約之內容，並認為該契約符合公司利益者。

**Article 16** 公司不得向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保。

(一) 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
2. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
3. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

(二) 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
2. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
3. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

(三) 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

(四) 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

(五) 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

**Article 17** 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
2. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
3. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

**Article 18** 公司向董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保，应当经董事会或者股东大会审议通过，且不得采用以下方式：  
1. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
2. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；  
3. 为董事、监事、高级管理人员或者与其有特殊利益关系的单位和个人提供借款、担保；

**CHAPTER 4 DECISION-MAKING PROCEDURES  
FOR RELATED-PARTY TRANSACTIONS**

**Article 19** The Board of Directors shall have the authority to approve or disapprove related party transactions, subject to the approval of the shareholders, and to set the terms and conditions of such transactions. The Board of Directors shall also have the authority to enter into related party transactions on behalf of the Company, subject to the approval of the shareholders. The Board of Directors shall also have the authority to enter into related party transactions on behalf of the Company, subject to the approval of the shareholders.

- (i) to enter into related party transactions;
- (ii) to enter into related party transactions on behalf of the Company;
- (iii) to enter into related party transactions on behalf of the Company;
- (iv) to enter into related party transactions.

**Article 20** The Board of Directors shall have the authority to approve or disapprove related party transactions, subject to the approval of the shareholders, and to set the terms and conditions of such transactions. The Board of Directors shall also have the authority to enter into related party transactions on behalf of the Company, subject to the approval of the shareholders.

**Article 21** The Board of Directors shall have the authority to approve or disapprove related party transactions, subject to the approval of the shareholders, and to set the terms and conditions of such transactions. The Board of Directors shall also have the authority to enter into related party transactions on behalf of the Company, subject to the approval of the shareholders.

**Article 22** The Board of Directors shall have the authority to approve or disapprove related party transactions, subject to the approval of the shareholders, and to set the terms and conditions of such transactions. The Board of Directors shall also have the authority to enter into related party transactions on behalf of the Company, subject to the approval of the shareholders.

**Article 23** *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*

- (i) *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
- (ii) *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
- (iii) *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
1. *For the avoidance of doubt,*
  2. *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company (as amended from time to time):*
    - *For the avoidance of doubt,*
    - *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
    - *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
    - *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
- (iv) *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company:*
1. *For the avoidance of doubt,*
  2. *For the avoidance of doubt,*
    - *For the avoidance of doubt,*
    - *For the avoidance of doubt, the following measures shall apply to the related-party transactions of the Company (as amended from time to time):*

1. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

2. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

3. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

4. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

**Article 24**

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

**Article 25**

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

**Article 26**

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the Company's policies and procedures, and that the transaction is in the best interests of the Company and its shareholders.

**Article 27**

1. (i)

(i) ... 0. ...

(ii) ... 0.5%

(iii) ...

1. ... 0.5%

2. ... 2%

...

...

...

**Article 28**

2. The Board of Directors shall, in accordance with the provisions of Article 12, formulate the following measures:

- (i) to review and approve the related party transactions;
- (ii) to review and approve the related party transactions.

**Article 29**

The Board of Directors shall, in accordance with the provisions of Article 12, formulate the following measures:

- (i) to review and approve the related party transactions;
- (ii) to review and approve the related party transactions (related party transactions);
- (iii) to review and approve the related party transactions (related party transactions).

**Article 30**

The Board of Directors shall, in accordance with the provisions of Article 12, formulate the following measures:

**Article 31**

The Board of Directors shall, in accordance with the provisions of Article 12, formulate the following measures:

- (i) to review and approve the related party transactions;
- (ii) to review and approve the related party transactions (related party transactions);
- (iii) to review and approve the related party transactions (related party transactions);
- (iv) to review and approve the related party transactions (related party transactions);
- (v) to review and approve the related party transactions (related party transactions);
- (vi) to review and approve the related party transactions (related party transactions);
- (vii) to review and approve the related party transactions (related party transactions);
- (viii) to review and approve the related party transactions (related party transactions);

**Article 32** The Board shall review and approve the related party transactions entered into by the Company, which are not in the ordinary course of business, and shall ensure that the related party transactions are in the best interests of the Company and its shareholders.

**Article 33** The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.

**Article 34** The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.

**Article 35** The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.

- (i) The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.
- (ii) The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.
- (iii) The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.
- (iv) The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.
- (v) The Board shall ensure that the related party transactions entered into by the Company are disclosed to the shareholders in a timely and accurate manner, and that the related party transactions are approved by the shareholders.

## CHAPTER 5 DISCLOSURE OF RELATED-PARTY TRANSACTIONS

**Article 36**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

**Article 37**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

**Article 38**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

**Article 39**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

**Article 40**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

(i) Name of the related party;

(ii) Description of the related-party transaction, including the nature of the transaction, the amount of the transaction, and the terms and conditions of the transaction;

(iii) Description of the related-party transaction, including the nature of the transaction, the amount of the transaction, and the terms and conditions of the transaction;

(iv) Description of the related-party transaction, including the nature of the transaction, the amount of the transaction, and the terms and conditions of the transaction;

(v) Description of the related-party transaction, including the nature of the transaction, the amount of the transaction, and the terms and conditions of the transaction.

**Article 41**

When the Company enters into a related-party transaction, the Company shall disclose the following information in its financial statements:

**Article 42**

(I)

(II)

(III)

(IV)

**CHAPTER 6 SUPPLEMENTARY PROVISIONS****Article 43****Article 44****Article 45**

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022

**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.  
MANAGEMENT RULES FOR THE PROCEEDS**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** These Management Rules for the Proceeds (浙江三花智能控制股份有限公司) (Company), formulated in accordance with the Company Law, the Securities Law, the Securities Listing Rules, and other relevant laws and regulations, shall apply to the Company and its subsidiaries.

**Article 2** The Company shall set up a Proceeds Management Committee to supervise and manage the proceeds, and the Company's Board of Directors shall be responsible for the implementation of the Proceeds Management Committee's decisions.

**Article 3** The Proceeds Management Committee shall be composed of members appointed by the Board of Directors, and the Board of Directors shall be responsible for the implementation of the Proceeds Management Committee's decisions.

**Article 4** The Proceeds Management Committee shall be responsible for the implementation of the Company's financial management system and the implementation of the Proceeds Management Committee's decisions.

**CHAPTER 2 DEPOSIT OF THE PROCEEDS**

**Article 5** The Company shall set up a Special Account for the proceeds, and the Special Account shall be used for the deposit of the proceeds.

The Special Account shall be used for the deposit of the proceeds, and the Company shall ensure the safety of the proceeds.

The Company shall ensure the safety of the proceeds, and the Company shall ensure the safety of the proceeds.

**Article 6**

**Tripartite Agreement-**

- (i) \_\_\_\_\_
- (ii) \_\_\_\_\_
- (iii) \_\_\_\_\_ 20%
- (iv) \_\_\_\_\_

CHAPTER 3 USE OF THE PROCEEDS

Article 7 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

Article 8 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

Article 9 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

Article 10 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

Article 11 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

Article 12 The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

(i) The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

(ii) The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

(iii) The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

(iv) The proceeds from the sale of the property shall be used to pay the costs of the sale and the costs of the management of the property.

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**Article 13** / ... ..

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**Article 16** ...

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(v) ...

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**Article 19** / ...

(i) ...

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(iv) ...

**Article 20** / ...

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(ii) ...

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(c) ...

(d) ...

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Article 21

... shall be ...

(i) ...

(ii) ...

(iii) ...

Article 22

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CHAPTER 4 CHANGE OF PROCEEDS-FUNDED PROJECTS

Article 23

- (i)
- (ii)
- (iii)
- (iv)

Article 24

Article 25

Article 26

Article 27

**Article 28**

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- (i) ... ..
- (ii) ... ..
- (iii) ... ..

**CHAPTER 5 MANAGEMENT AND SUPERVISION OF THE PROCEEDS**

**Article 29**

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**Article 30**

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**Article 31**

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**Article 32**

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**Article 33**

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Article 36

Article 37

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022



## CHAPTER 2 PREPARATION FOR ONLINE VOTING

**Article 6** [The text of Article 6 is extremely faint and illegible.]

**Article 7** [The text of Article 7 is extremely faint and illegible.]

**Article 14**

The Board of Directors may, subject to the approval of the shareholders in general meeting, adopt such measures as it may deem fit to give effect to the provisions of this Chapter, including the appointment of a person or persons to act as scrutineers or to perform any other duties in connection with the voting process.

- (i) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (ii) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (iii) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (iv) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (v) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (vi) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;
- (vii) to appoint a person or persons to act as scrutineers or to perform any other duties in connection with the voting process;

The Board of Directors may, subject to the approval of the shareholders in general meeting, adopt such measures as it may deem fit to give effect to the provisions of this Chapter, including the appointment of a person or persons to act as scrutineers or to perform any other duties in connection with the voting process.

**CHAPTER 5 RULES FOR VOTING AND COUNTING OF VOTES AT THE GENERAL MEETING**

**Article 15**

The Board of Directors may, subject to the approval of the shareholders in general meeting, adopt such measures as it may deem fit to give effect to the provisions of this Chapter, including the appointment of a person or persons to act as scrutineers or to perform any other duties in connection with the voting process.

The Board of Directors may, subject to the approval of the shareholders in general meeting, adopt such measures as it may deem fit to give effect to the provisions of this Chapter, including the appointment of a person or persons to act as scrutineers or to perform any other duties in connection with the voting process.

The Board of Directors may, subject to the approval of the shareholders in general meeting, adopt such measures as it may deem fit to give effect to the provisions of this Chapter, including the appointment of a person or persons to act as scrutineers or to perform any other duties in connection with the voting process.



**APPENDIX V ONLINE VOTING MANAGEMENT SYSTEM OF THE GENERAL MEETING**

Article 19

**Article 20**

Article 20

Article 20

**Article 21**

Article 21

Article 21

**Article 22**

Article 22

**Article 23**

Article 23

**Article 24**

Article 24

**Article 25**

Article 25



**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.  
MANAGEMENT RULES FOR EXTERNAL INVESTMENT**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** 浙江三花智能控制股份有限公司 (浙江三花智能控制股份有限公司) (Sanhua Intelligent Controls Co., Ltd.)  
**Company**

## CHAPTER 2 PRINCIPLES FOR EXTERNAL INVESTMENT

**Article 5** The external investment shall be made in accordance with the following principles:

- (i) The external investment shall be made in accordance with the national economic and social development strategy and the national industrial policy;
- (ii) The external investment shall be made in accordance with the national foreign exchange management policy and the national foreign exchange management system;
- (iii) The external investment shall be made in accordance with the national foreign exchange management policy and the national foreign exchange management system.

## CHAPTER 3 APPROVAL AUTHORITY FOR EXTERNAL INVESTMENT

**Article 6** The external investment shall be approved by the relevant authorities in accordance with the following provisions:

**Article 7** The external investment shall be approved by the relevant authorities in accordance with the following provisions:

- (i) The external investment shall be approved by the relevant authorities in accordance with the following provisions:
  1. The external investment shall be approved by the relevant authorities in accordance with the following provisions: 10% of the total investment amount.
  2. The external investment shall be approved by the relevant authorities in accordance with the following provisions: (1) The external investment shall be approved by the relevant authorities in accordance with the following provisions: 10% of the total investment amount.
  3. The external investment shall be approved by the relevant authorities in accordance with the following provisions: (1) The external investment shall be approved by the relevant authorities in accordance with the following provisions: 10% of the total investment amount.

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... (U.S. dollars) ... 10% ... 10

... 10% ... 1

... 10% ...

...

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(1) ...

1. ... 10%

2. ... (U.S. dollars) ... 10% ... 10

... (U.S. dollars) ... 10% ... 10

... (U.S. dollars) ... 10% ... 10

1. The Board of Directors (hereinafter referred to as the Board) shall have the authority to invest the assets of the Company in any securities, real estate, or other property, subject to the following limitations:

(i) The Board shall not invest more than 10% of the net assets of the Company in any one security or other property.

(ii) The Board shall not invest more than 5% of the net assets of the Company in any one issuer of securities.

(iii) The Board shall not invest more than 2% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are not listed on a national securities exchange.

(iv) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is not a publicly traded company.

(v) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange.

(vi) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange.

**Article 8** / The Board of Directors shall have the authority to invest the assets of the Company in any securities, real estate, or other property, subject to the following limitations: (i) The Board shall not invest more than 10% of the net assets of the Company in any one security or other property. (ii) The Board shall not invest more than 5% of the net assets of the Company in any one issuer of securities. (iii) The Board shall not invest more than 2% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are not listed on a national securities exchange. (iv) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is not a publicly traded company. (v) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange. (vi) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange.

**Article 9** / The Board of Directors shall have the authority to invest the assets of the Company in any securities, real estate, or other property, subject to the following limitations: (i) The Board shall not invest more than 10% of the net assets of the Company in any one security or other property. (ii) The Board shall not invest more than 5% of the net assets of the Company in any one issuer of securities. (iii) The Board shall not invest more than 2% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are not listed on a national securities exchange. (iv) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is not a publicly traded company. (v) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange. (vi) The Board shall not invest more than 10% of the net assets of the Company in any one issuer of securities, if such issuer is a company whose securities are listed on a national securities exchange and the issuer is a company whose securities are not listed on a national securities exchange.



**CHAPTER 5 IMPLEMENTATION AND MANAGEMENT OF  
EXTERNAL INVESTMENT**

**Article 16**

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**Article 17**

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**Article 18**

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**Article 19**

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**Article 20**

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**Article 21**

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**Article 22**

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(f) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(g) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

#### Article 23

*to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

#### Article 24

*to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

### CHAPTER 6 TRANSFER AND WITHDRAWAL OF EXTERNAL INVESTMENT

#### Article 25

*to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(i) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(ii) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(iii) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(iv) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

#### Article 26

*to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(i) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(ii) *to ensure that the company's external investments are made in accordance with the company's investment policy and to ensure that the company's external investments are made in accordance with the company's investment policy;*

(iii) *to be determined by the Board of Directors of the Company.*

(iv) *to be determined by the Board of Directors of the Company.*

**Article 27** *Subject to the approval of the Board of Directors, the Company may, in its discretion, invest its funds in any one or more of the following securities, namely:*

**Article 28** *Subject to the approval of the Board of Directors, the Company may, in its discretion, invest its funds in any one or more of the following securities, namely:*

## CHAPTER 7 PERSONNEL MANAGEMENT OF EXTERNAL INVESTMENT

**Article 29** *The Board of Directors may, in its discretion, employ such persons as it may think fit to manage the external investment of the Company, and may, in its discretion, terminate the employment of any such person at any time.*

**Article 30** *The Board of Directors may, in its discretion, employ such persons as it may think fit to manage the external investment of the Company, and may, in its discretion, terminate the employment of any such person at any time.*

**Article 31** *The Board of Directors may, in its discretion, employ such persons as it may think fit to manage the external investment of the Company, and may, in its discretion, terminate the employment of any such person at any time.*

**Article 32** *The Board of Directors may, in its discretion, employ such persons as it may think fit to manage the external investment of the Company, and may, in its discretion, terminate the employment of any such person at any time.*

## CHAPTER 8 FINANCIAL MANAGEMENT AND AUDIT OF EXTERNAL INVESTMENT

**Article 33** *The Board of Directors may, in its discretion, employ such persons as it may think fit to manage the external investment of the Company, and may, in its discretion, terminate the employment of any such person at any time.*

**Article 34** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 35** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 36** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 37** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 38** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 39** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

## CHAPTER 9 INFORMATION DISCLOSURE OF EXTERNAL INVESTMENT

**Article 40** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.

**Article 41** The Board of Directors shall have the authority to determine the investment objectives, policies, and strategies of the Fund, and to make any changes to such objectives, policies, and strategies, subject to the approval of the shareholders.



**ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.**  
**MANAGEMENT RULES FOR EXTERNAL GUARANTEE**

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** These Management Rules for External Guarantee (浙江三花智能控制股份有限公司) (Company-), (Hong Kong Listing Rules-), (Articles of Association-).

**Article 2** These Management Rules for External Guarantee shall be effective from the date of the Board of Directors' resolution.

**Article 3** These Management Rules for External Guarantee shall be subject to the provisions of the Company's Articles of Association.

**Article 4** These Management Rules for External Guarantee shall be subject to the provisions of the Company's Articles of Association.

**Article 5**

Article 6 (1) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

Article 7 (1) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (2) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (3) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

Article 8 (1) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (2) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (3) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

CHAPTER 2 EXAMINATION AND CONTROL OF GUARANTEES

Section 1 Guaranteed Parties

Article 9 (1) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (2) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

(i) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (ii) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

(iii) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (iv) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

(v) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (vi) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

Article 10 (1) The external guarantor shall be the company or organization that has provided the external guarantee to the company. (2) The external guarantor shall be the company or organization that has provided the external guarantee to the company.

**Article 10** The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor.

## Section 2 Examination and Approval of Guarantees

**Article 11** The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor.

(I) The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor.

(II) The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor.

(III) The guarantor shall be liable for the performance of the obligation of the debtor.

(IV) The guarantor shall be liable for the performance of the obligation of the debtor.

(V) The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor.

**Article 13**

The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

- (i) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (ii) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (iii) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (iv) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (v) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (vi) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (vii) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:
- (viii) The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

**Article 14**

The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

**Article 15**

The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

The Board of Directors shall have the authority to issue external guarantees on behalf of the Company, subject to the approval of the Board of Directors, in accordance with the following provisions:

**APPENDIX VII MANAGEMENT RULES FOR EXTERNAL GUARANTEE**

**Article 16**

- (i) The fee for the external guarantee shall be 10% of the amount of the external guarantee.
- (ii) The fee for the external guarantee shall be 50% of the amount of the external guarantee.
- (iii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (iv) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (v) The fee for the external guarantee shall be 12% of the amount of the external guarantee.
- (vi) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (vii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.

**Article 17**

- (i) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (ii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (iii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (iv) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (v) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (vi) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (vii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (viii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (ix) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (x) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xi) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xiii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xiv) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xv) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xvi) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xvii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xviii) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xix) The fee for the external guarantee shall be 0% of the amount of the external guarantee.
- (xx) The fee for the external guarantee shall be 0% of the amount of the external guarantee.

(II) 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

**Article 18** 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

(I) 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

(II) 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

(III) 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

(IV) 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

**Article 19** 凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

凡屬本行提供之保證，其保證費之計算，應以保證金額之百分之十為限。

### Section 3 Conclusion of Guarantee Contract

#### Article 20

When the guarantor has provided the guarantee, the creditor shall have the right to request the guarantor to fulfill the obligation of the principal debtor.

The guarantor shall be liable for the performance of the obligation of the principal debtor, but shall not be liable for the interest on the principal debt.

#### Article 21

The guarantor shall be liable for the performance of the obligation of the principal debtor, but shall not be liable for the interest on the principal debt.

The guarantor shall be liable for the performance of the obligation of the principal debtor, but shall not be liable for the interest on the principal debt.

#### Article 22

The guarantor shall be liable for the performance of the obligation of the principal debtor, but shall not be liable for the interest on the principal debt.

## CHAPTER 3 MANAGEMENT OF GUARANTEE RISKS

**Article 25** The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete. The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete. The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

**Article 26** The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete. The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete. The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

**Article 27** The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

(I) The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

(II) The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

(III) The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.

The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete. The external guarantor shall, in accordance with the relevant laws and regulations, the contract and the guarantee agreement, provide the external guarantor with the necessary information and documents, and shall ensure that the information and documents provided are true, accurate and complete.



**Article 38** The external guarantee application shall be approved by the Board of Directors of the Company. The external guarantee application shall be approved by the Board of Directors of the Company.

**Article 39** The external guarantee application shall be approved by the Board of Directors of the Company. The external guarantee application shall be approved by the Board of Directors of the Company.

**Article 40** The external guarantee application shall be approved by the Board of Directors of the Company.

(i) The external guarantee application shall be approved by the Board of Directors of the Company.

(ii) The external guarantee application shall be approved by the Board of Directors of the Company.

(iii) The external guarantee application shall be approved by the Board of Directors of the Company.

(iv) The external guarantee application shall be approved by the Board of Directors of the Company.

**Article 41** The external guarantee application shall be approved by the Board of Directors of the Company.

## CHAPTER 5 SUPPLEMENTARY PROVISIONS

**Article 42** The company shall not provide any external guarantee for any other company without the approval of the shareholders' meeting. The company shall not provide any external guarantee for any other company if the external guarantee exceeds the company's net assets or the company's net assets are insufficient to cover the external guarantee.

**Article 43** The company shall not provide any external guarantee for any other company if the external guarantee exceeds the company's net assets or the company's net assets are insufficient to cover the external guarantee.

**Article 44** The company shall not provide any external guarantee for any other company if the external guarantee exceeds the company's net assets or the company's net assets are insufficient to cover the external guarantee.

**Article 45** The company shall not provide any external guarantee for any other company if the external guarantee exceeds the company's net assets or the company's net assets are insufficient to cover the external guarantee.

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022