
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Jenscare Scientific Co., Ltd., you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



Jenscare
健世科技

Jenscare Scientific Co., Ltd.
寧波健世科技股份有限公司

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

(Stock code: 9877)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE
H SHARES;
(3) PROPOSED AMENDMENT OF THE H SHARE AWARD SCHEME;
(4) PROPOSED AMENDMENTS OF CERTAIN RULES AND
PROCEDURES OF THE COMPANY;
AND
(5) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

Capitalized terms used in this cover page shall have the same meanings as defined in this circular.

A notice convening the EGM of Jenscare Scientific Co., Ltd. to be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Thursday, September 19, 2024 at 2:00 p.m. is set out on pages EGM-1 to EGM-4 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.jenscare.com). If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish and in such event, the proxy shall be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meeting in connection to such Treasury Shares.

Reference to times and dates in this circular are to Hong Kong local times and dates.

August 27, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	11
APPENDIX II — PROPOSED GRANTING OF REPURCHASE MANDATE ...	88
APPENDIX III — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	90
APPENDIX IV — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE MEETING OF SHAREHOLDERS	94
APPENDIX V — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS	114
APPENDIX VI — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE ..	127
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board of Directors” or “Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“China” or the “PRC”	the People’s Republic of China, for the purpose of this circular, excluding the regions of Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan, China
“Company”	Jenscare Scientific Co., Ltd. (寧波健世科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on March 23, 2021, whose H Shares are listed on the main board of the Stock Exchange (Stock code: 9877) or, where the context requires (as the case may be), its predecessor Ningbo Jenscare Biotechnology Co., Ltd (寧波健世生物科技有限公司), a limited liability company established in the PRC on November 8, 2011
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted shares which are currently not listed or traded on any stock exchange
“EGM” or “2024 First Extraordinary General Meeting”	the 2024 first extraordinary general meeting of the Company to be held on Thursday, September 19, 2024 at 2:00 p.m., or any adjournment thereof
“Group”	the Company and its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it

DEFINITIONS

“H Share(s)”	overseas listed foreign ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“H Share Award Scheme”	the H Share Award and Trust Scheme approved and adopted by the Shareholders at the extraordinary general meeting held on Friday, December 15, 2023
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	Monday, August 26, 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice of the EGM”	the notice of EGM dated August 27, 2024, a copy of which is set out on pages EGM-1 to EGM-4 of this circular
“Repurchase Mandate” or “General Mandate”	a general mandate proposed to be granted to the Directors as set out in item 2 of the Notice of the EGM
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Scheme Limit”	the maximum size of the existing H Share Award Scheme, being the maximum number of H Shares that will be acquired through on-market transactions from time to time at the prevailing market price, and in any case not more than 13,159,063 H Shares, as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules as effective from June 11, 2024 and as amended from time to time
“Unlisted Foreign Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in currency other than RMB by foreign investors and are not listed on any stock exchange
“Unlisted Share(s)”	Domestic Shares and Unlisted Foreign Shares
“%”	per cent

LETTER FROM THE BOARD



Jenscare Scientific Co., Ltd.

寧波健世科技股份有限公司

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

(Stock code: 9877)

Executive Directors:

Mr. LV Shiwen

Mr. PAN Fei

Non-executive Directors:

Mr. TAN Ching

Mr. ZHENG Jiaqi

Ms. XIE Youpei

Mr. CHEN Xinxing

Independent Non-executive Directors:

Dr. LIN Shoukang

Ms. DU Jiliu

Dr. MEI Lehe

*Registered office, headquarters and
principal place of business in the PRC:*

Block 5, B Area

No. 777 Binhai 4th Road

Hangzhou Bay New Area

Ningbo, Zhejiang Province

PRC

*Principal Place of Business in
Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

August 27, 2024

To the Shareholders:

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED GRANTING OF GENERAL MANDATE TO
REPURCHASE H SHARES;
(3) PROPOSED AMENDMENT OF THE H SHARE AWARD SCHEME;
(4) PROPOSED AMENDMENTS OF CERTAIN RULES AND
PROCEDURES OF THE COMPANY;
AND
(5) NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the Notice of the EGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

At the EGM, special resolutions will be proposed to consider, (and if thought fit) approve (i) the proposed amendments to the Articles of Association and (ii) the proposed granting of the Repurchase Mandate; ordinary resolutions will be proposed to consider, (and if thought fit) approve (i) the proposed amendment of the H Share Award Scheme and (ii) the proposed amendments of certain rules and procedures of the Company.

II. DETAILS OF THE RESOLUTIONS

SPECIAL RESOLUTIONS

(1) Proposed Amendments to the Articles of Association

The proposed amendments to the Articles of Association have been approved by the Board, and are proposed and subject to the approval of the Shareholders by way of a special resolution at the EGM.

On December 29, 2023, the Standing Committee of the National People's Congress ("SCNPC") issued the latest version of the PRC Company Law (《中華人民共和國公司法》) (the "New PRC Company Law"). The New PRC Company Law has come into effect on July 1, 2024. In view of the above, the Board proposed to make certain amendments to the existing Articles of Association in order to reflect the changes in the New PRC Company Law and make other housekeeping changes.

The details of the proposed amendments to the Articles of Association, which were prepared in the Chinese language, are set out in Appendix I to this circular. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the Articles of Association, the Chinese version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the amended Articles conform with the requirements of the Listing Rules, in particular Appendix A1 to the Listing Rules regarding the core shareholder protection standards, and the legal advisers to the Company as to the laws of the PRC have confirmed that the amended Articles conform with the relevant requirements under the laws of the PRC. The Company also confirms that there is nothing unusual about the amended Articles for a company listed in Hong Kong.

(2) Proposed Granting of General Mandate to Repurchase H Shares

In order to give the Company the flexibility to repurchase H Shares (including any sale or transfer of Treasury Shares) if and when appropriate, a special resolution will be proposed at the EGM to approve the granting of the Repurchase Mandate to the Directors to repurchase H Shares listed on the Stock Exchange of not exceeding 10% of the total number of issued H Shares of the Company (excluding any Treasury Shares) as of the date of passing of the proposed special resolution at the EGM. The Repurchase Mandate shall be subject to the consideration and approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Pursuant to Rule 10.06(5) of the Listing Rules, the H Shares which are repurchased by the Company shall be held as treasury shares or cancelled.

Further details of the special resolution to be passed with respect to the grant of the Repurchase Mandate are set out in Appendix II to this circular. An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix III to this circular.

The Repurchase Mandate shall be valid for the period from the date on which such resolution passed at the EGM until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of a period of twelve months following the passing of this resolution at the EGM; and (iii) the time on which the authorisation conferred by this resolution is revoked or varied by a special resolution of Shareholders in the general meeting.

The source of funds for the repurchase of Shares will be from the internal resources of the Company (which may include surplus funds (other than the net proceeds raised from the Global Offering) and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

ORDINARY RESOLUTIONS

(3) Proposed Amendment of the H Share Award Scheme

The Company obtained Shareholders' approval for and adopted the H Share Award Scheme at the 2023 second extraordinary general meeting of the Company held on Friday, December 15, 2023 (the "2023 EGM"). Pursuant to the terms of the H Share Award Scheme, the existing H Share Award Scheme Limit, being the maximum number of H Shares which may be granted to eligible participants and which may be acquired through on-market transactions from time to time at the prevailing market price is 10% of the total issued H Shares as of the date on which the H Share Award Scheme was approved at the Company's 2023 EGM, that is, 13,159,063 H Shares. For further details, please refer to the announcements of the Company dated November 28, 2023, December 29, 2023 and January 25, 2024 respectively, and the circular of the Company dated November 29, 2023.

The Company completed its H Shares full circulation on March 25, 2024. For further details, please refer to the Company's announcements dated March 11, 2024, March 15, 2024 and March 25, 2024 respectively. As of the Latest Practicable Date, the Company has issued 310,306,209 H Shares. The Company proposes to amend the existing H Share Award Scheme Limit to 10% of the total issued H Shares as of the date of approval of the amendment by the extraordinary general meeting, that is, 31,030,620 H Shares ("**H Share Award Scheme Amendment**"). The Company intends to make such an amendment to increase the flexibility under the H Share Award Scheme and in turn improve the Company's ability to attract, motivate and retained eligible participants and will be beneficial to the Shareholders as a whole. The Company will make conforming changes to the rules of the H Share Award Scheme upon approval of the foregoing amendments.

LETTER FROM THE BOARD

According to the rules of the H Share Award Scheme and authorization granted by the Shareholders at the 2023 EGM, the amendment of the existing H Share Award Scheme Limit falls outside the authorization granted to the Board and the delegatee(s) authorized by the Board, and therefore Shareholders' approval for the H Share Award Scheme Amendment as set out in this section is required.

As of the Latest Practicable Date, there are 310,306,209 H Shares and 106,861,081 Unlisted Shares in issue. Assuming no further change in the Company's share capital prior to the EGM, upon approval of the H Share Award Scheme Amendments, the maximum number of H Shares to be granted under the revised H Share Award Scheme Limit will represent approximately 10% of the Company's total number of H Shares (excluding any Treasury Shares) and approximately 7.44% of the Company's total issued share capital. Save for the proposed amendment, all other terms of the H Share Award Scheme shall remain in full force and effect in all other respect.

The H Share Award Scheme involves no issue of new shares or granting of options for any new securities of the Company. Thus, it does not constitute a share scheme involving issue of new shares as defined and regulated under Chapter 17 of the Listing Rules. The H Share Award Scheme constitutes a share scheme funded by existing shares under Chapter 17 of the Listing Rules and shall therefore be subject to the applicable requirements under Rule 17.12 of the Listing Rules.

Any grant of an award under the H Share Award Scheme ("Award") to any connected person of the Company will be subject to compliance with Chapter 14A of the Listing Rules unless otherwise exempted under the Listing Rules.

(4) Amendment to and/or adoption of the internal management policies of the Company

The Company intends to revise the following internal management policies:

- (a) the "Rules of Procedures for the Meeting of Shareholders";
- (b) the "Rules of Procedures for the Board of Directors"; and
- (c) the "Rules of Procedures for the Supervisory Committee".

The Board of Directors agreed to propose to the Shareholders at the EGM to authorize the Board of Directors and its authorized persons to adjust and amend the above internal management policies which will become effective upon approval of the relevant resolutions at the EGM. An ordinary resolution will be proposed at the EGM to consider and approve the amendments to and/or adoption of each of the "Rules of Procedures for the Meeting of Shareholders", the "Rules of Procedures for the Board of Directors" and the "Rules of Procedures for the Supervisory Committee", full texts of which are set out in Appendices IV to VI to this circular respectively.

The amendments of the above internal management policies comprise of changes to reflect the changes in the New PRC Company Law, conforming amendments in accordance with the proposed amendments to the Articles of Association and other housekeeping changes.

LETTER FROM THE BOARD

In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to the internal management policies, the Chinese version shall prevail.

III. THE EGM

The EGM will be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Thursday, September 19, 2024 at 2:00 p.m.. Notice convening the EGM is set out on pages EGM-1 to EGM-4 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.jenscare.com), respectively.

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, September 13, 2024 to Thursday, September 19, 2024, both days inclusive, during which period no share transfers will be registered, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the forthcoming EGM to be held on Thursday, September 19, 2024.

To be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, September 12, 2024.

V. FORM OF PROXY

The form of proxy of the EGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.jenscare.com).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. If you are not able to attend the EGM, please complete and return the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof, and deposit it together with the notarized power of attorney or other document of authorization to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares).

LETTER FROM THE BOARD

Completion and return of the form of proxy will not preclude you from attending and voting at the EGM should you so wish and in such event, the proxy shall be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares of the Company, if any, shall abstain from voting at the Company's general meeting in connection to such Treasury Shares.

VI. VOTING BY WAY OF POLL

Pursuant to Article 79 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be made by disclosed ballot unless a poll is demanded by law, administrative regulations or the listing rules of the exchange where the Company's Shares are listed. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As the proposed resolutions do not relate purely to a procedural or administrative matter, accordingly, each of the resolutions set out in the notice of EGM will be taken by way of poll.

On a poll, every shareholder present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. A shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the EGM in connection to such Treasury Shares.

The announcement of the poll results of the EGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.jenscare.com), respectively, after the conclusion of the EGM in accordance with the requirements of the Listing Rules.

VII. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolution.

LETTER FROM THE BOARD

VIII. RESPONSIBILITY STATEMENT

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

IX. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Jenscare Scientific Co., Ltd.
Mr. LV Shiwen
Chairman and Executive Director

Set out below is the full text of the updated Articles of Association that will be adopted by the Company.

Jenscare Scientific Co., Ltd.

Articles of Association

August 2023

CONTENTS

Chapter 1	General Provisions	14
Chapter 2	Purposes and Scope of Business	15
Chapter 3	Shares	16
Section 1	Issuance of Shares	16
Section 2	Increase, Reduction and Repurchase of Shares	20
Section 3	Transfer of Shares	22
Chapter 4	Shareholders and Shareholders' General Meeting	24
Section 1	Shareholders	24
Section 2	General Provisions of Shareholders' General Meeting	29
Section 3	Convening of General Shareholders Meetings	35
Section 4	Proposals and Notice of General Shareholders Meetings	38
Section 5	Holding of General Shareholders Meetings	40
Section 6	Voting and Resolutions at General Shareholders Meetings	45
Chapter 5	Board of Directors	52
Section 1	Directors	52
Section 2	Board of Directors	56
Chapter 6	The General Manager and Other Senior Management of the Company	65
Chapter 7	Supervisory Committee	67
Section 1	Supervisors	67
Section 2	Supervisory Committee	68

Chapter 8	Financial and Accounting Systems, Distribution of Profits and Audit	71
Section 1	Financial and Accounting Systems	71
Section 2	Internal Audit	75
Section 3	Engagement of Accounting Firm	75
Chapter 9	Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation	76
Section 1	Merger, Division, Capital Increase and Capital Reduction	76
Section 2	Dissolution and Liquidation.	78
Chapter 10	Amendments to the Articles of Association	81
Chapter 11	Dispute Resolution	82
Chapter 12	Notice and Announcement	83
Section 1	Notice	83
Section 2	Announcement	85
Chapter 13	Supplementary Provisions	85

Chapter 1 General Provisions

- Article 1** These Articles of Association (these “Articles”) have been formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HKEX Listing Rules”), the Guidelines for the Articles of Association of Listed Companies and other applicable laws, regulations and regulatory documents to protect the legal rights and interests of Jenscare Scientific Co., Ltd. (the “Company”) and its shareholders and creditors and regulate the organization and acts of the Company.
- Article 2** The Company is a joint stock company established pursuant to the Company Law, the Securities Law and other relevant regulations.
- The Company is a joint stock limited company established by means of sponsorship and by the overall structural reform of Ningbo Jenscare Biotechnology Co., Ltd. It was registered with the Ningbo Administration for Market Regulation and obtained a business license. The unified social credit code of the Company is: 91330201583980804P.
- Article 3** Registered name of the Company
- The Chinese name of the Company is: 寧波健世科技股份有限公司
- The English name of the Company is: Jenscare Scientific Co., Ltd.
- Article 4** The Company’s legal residence: Block 5, B Area, No. 777, Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province
- Postal code: 315336
- Article 5** With approval of the China Securities Regulatory Commission (the “CSRC”) and The Stock Exchange of Hong Kong Limited (the “HKEX”), the Company issued 8,076,400 overseas-listed foreign invested shares (H-shares) in its initial public offering, 20 holders of domestic shares of the Company converted 107,584,920 domestic shares into overseas-listed foreign invested shares and 7 holders of foreign invested shares converted 15,929,312 non- listed foreign invested shares into overseas-listed foreign invested shares, all of which had been listed on the HKEX on October 10, 2022.

- Article 6** The registered capital of the Company is RMB417,167,290.
- Article 7** The legal representative of the Company is the Chairman of the Board of Directors of the Company.
- Article 8** The Company is a joint stock limited company with perpetual existence.
- Article 9** All assets of the Company shall be divided into equal shares, and the liability of shareholders to the Company shall be limited to the shares subscribed by them, and the Company shall be liable for the debts of the Company with all its assets.
- Article 10** The Articles of Association, from the date it becomes effective, shall become a legally binding document upon the Company and its shareholders, directors, supervisors and senior management which will regulate the organization and acts of the Company, the rights and obligations between the Company and shareholders and between different shareholders. According to these Articles, a shareholder may sue another shareholder, or any director, supervisor, manager or other senior management of the Company, or the Company, and the Company may sue any shareholder, director, supervisor, manager or other senior management.
- Article 11** For the purposes of the Articles, senior management refer to the general manager, deputy general manager, chief financial officer (CFO) and secretary to the Board of Directors of the Company.
- Article 12** The Company shall establish the CPC organization and carry out the CPC activities in accordance with the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the CPC organization.

Chapter 2 Purposes and Scope of Business

- Article 13** The business purpose of the Company is to become the leader of innovative solutions for structural heart diseases in the world.

Article 14 The Company's scope of business, as duly registered, includes: general items: engineering and technical research and experimental development; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; medical research and experimental development; research and development of new materials and technologies; natural science research and experimental development; production of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices (except for the business activities for the items subject to approval in accordance with the laws, business activities for any other items can be lawfully carried out independently as permitted under its business license). Permitted items: inspection and testing services; production of Class II medical devices; production of Class III medical devices; Class III medical devices operation; import and export of goods (for the items subject to approval in accordance with the laws, upon obtaining such approval from relevant authorities, the business activities for such items are allowed to commence for which the specific scope shall be subject to such approval).

Chapter 3 Shares

Section 1 Issuance of Shares

Article 15 The shares of the Company shall take the form of stock.

Article 16 Stocks issued by the Company shall be denominated in RMB and each have a par value of RMB1. Shares of the Company shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall rank pari passu with each other.

For the same class of shares issued in the same tranche, each share shall be issued under the same conditions and price. Each subscriber, whether an entity or an individual, shall pay the same price for each share for which he/she subscribes for.

The domestic shares and overseas listed foreign shares issued by the Company shall have equal rights in the payment of dividend or distribution in any other form.

Article 17 The Company may offer its shares to both domestic and foreign investors after registration/filing with the securities regulatory authority under the State Council.

Foreign investors referred to in the preceding paragraph mean those investors in foreign countries, Hong Kong, Macau and Taiwan who subscribe for the shares issued by the Company; domestic investors mean those investors in the People's Republic of China, excluding the aforementioned regions, who subscribe for the shares issued by the Company.

Article 18

Shares issued by the Company to domestic investors for subscription in Renminbi are referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency are referred to as foreign shares. Foreign shares which are listed outside the People's Republic of China are referred to as overseas listed foreign shares.

Shares listed on an overseas stock exchange upon approval by the department authorized by the State Council and by the overseas securities regulatory authority are collectively known as overseas listed shares.

Foreign shares issued by the Company and listed on the Hong Kong Stock Exchange are known as H shares. These shares are approved for listing on the Hong Kong Stock Exchange, have a par value denominated in Renminbi and are subscribed for and traded in foreign currencies.

Foreign currencies referred to in the preceding paragraph mean the lawful currencies, other than Renminbi, of other countries or regions, which are recognized by the foreign exchange authority of the State and can be used to pay to the Company for the shares.

To the extent as permitted by relevant law, administrative regulations and department rules, shareholders of the Company may apply for the listing of its unlisted shares they hold on an overseas stock exchange upon filing with securities regulatory authority under the State Council. Listing of the aforesaid shares on an overseas stock exchange shall also be in compliance with the regulatory procedures, regulations and requirements of the overseas securities market.

Article 19

The H-shares issued by the Company are mainly deposited in the trusted companies subordinate to Hong Kong Securities Clearing Company Ltd.

Article 20 A total of 360,000,000 ordinary shares were issued to the promoters upon incorporation of the Company, all of which were subscribed for and held by those promoters. The name of each of the promoters of the Company, number of Shares subscribed, means of capital contributions and time of capital contributions are as follows:

No.	Name of promoters	Number of Shares subscribed (0'000)	Means of capital contributions	Time of capital contributions
1	Ningbo Sangdi Investment Management L.P. (Limited Partnership)	3,093.4440	By conversion of net assets into Shares	February 28, 2021
2	Shanghai Shidi Industrial Development Co., Ltd.	3,936.8160	By conversion of net assets into Shares	February 28, 2021
3	Ningbo Linfeng Biotechnology Co., Ltd.	2,110.8600	By conversion of net assets into Shares	February 28, 2021
4	WU Danke	350.4960	By conversion of net assets into Shares	February 28, 2021
5	LV Shiwen	3,925.5840	By conversion of net assets into Shares	February 28, 2021
6	Ningbo Mukang Venture Capital Partnership (Limited Partnership)	2,589.0840	By conversion of net assets into Shares	February 28, 2021
7	Ningbo Kefeng Investment Management L.P. (Limited Partnership)	1,299.8160	By conversion of net assets into Shares	February 28, 2021
8	Hangzhou Chende Investment L.P. (Limited Partnership)	1,093.5720	By conversion of net assets into Shares	February 28, 2021
9	Suzhou Chenzhide Investment L.P. (Limited Partnership)	1,418.0400	By conversion of net assets into Shares	February 28, 2021
10	Hangzhou Proxima Innovative Investment L.P. (Limited Partnership)	595.8720	By conversion of net assets into Shares	February 28, 2021
11	MA Ji	249.9840	By conversion of net assets into Shares	February 28, 2021
12	Hainan Maidi Enterprise Management L.P. (Limited Partnership)	4,123.6200	By conversion of net assets into Shares	February 28, 2021
13	Suzhou Proxima Venture Investment L.P. (Limited Partnership)	374.0400	By conversion of net assets into Shares	February 28, 2021

No.	Name of promoters	Number of Shares subscribed (0'000)	Means of capital contributions	Time of capital contributions
14	GP Healthcare Equity Investment L.P. (Limited Partnership)	374.0400	By conversion of net assets into Shares	February 28, 2021
15	Tianjin Fanchuan Management Consulting L.P. (Limited Partnership)	922.1760	By conversion of net assets into Shares	February 28, 2021
16	Beijing PICC Healthcare Investment Fund, L.P.	799.9920	By conversion of net assets into Shares	February 28, 2021
17	Zhuhai Yuheng Equity Investment L.P. (Limited Partnership)	1,861.8120	By conversion of net assets into Shares	February 28, 2021
18	Shanghai Changxiang Medical Technology Center (Limited Partnership)	290.9160	By conversion of net assets into Shares	February 28, 2021
19	Qiushixingde (Tianjin) Investment Center (Limited Partnership)	1,440.0000	By conversion of net assets into Shares	February 28, 2021
20	China Life Chengda (Shanghai) Healthcare Equity Investment Center (Limited Partnership)	1,309.1040	By conversion of net assets into Shares	February 28, 2021
21	Tianjin Fanshi Management Consulting L.P. (Limited Partnership)	306.1800	By conversion of net assets into Shares	February 28, 2021
22	CICC Pucheng Investment Co., Ltd.	261.8280	By conversion of net assets into Shares	February 28, 2021
23	Hainan Hualing Investment L.P. (Limited Partnership)	3,272.7240	By conversion of net assets into Shares	February 28, 2021
Total		36,000	-	-

Article 21 The Company has 417,167,290 shares in total, all of which are ordinary shares.

Article 22 ~~None of the~~The Company ~~and~~ shall not provide gift, loan, guarantee, or any other financial assistance to any other party/parties to acquire the shares of the Company or its subsidiaries (including affiliated enterprises) ~~parent company, except when the Company implements the employee stock ownership plan.~~

~~For the benefit of the Company) shall, the Company may provide any support financial assistance to any person who purchases or proposes other party/parties to purchase acquire the shares of the Company; or its parent company subject to the resolution of the shareholders, or the resolution of the Board of Directors in accordance with the Articles of Association or under the authorization of the shareholders, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total share capital in issue. Resolutions of the Board of Directors shall be it gift, funding, guarantee, compensation or loan approved by more than two-thirds of all Directors.~~

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 The Company may, based on its business and development needs and in accordance with laws and regulations, increase its share capital after being approved by the resolution by the ~~general~~ shareholders meeting in the following manners:

- (1) public offering of Shares;
- (2) non-public offering of Shares;
- (3) bonus issue to existing Shareholders;
- (4) conversion of provident funds into share capital;
- (5) other ways permitted by the laws and administrative regulations and approved by the CSRC.

The Company's increase of capital by issuing new shares shall, after obtaining the approval pursuant to the provisions of the Articles of Association, be conducted in accordance with the procedures as provided in relevant laws and administrative regulations of the State, and relevant regulatory rules of the place where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. The Company may reduce its registered capital in accordance with the procedures as provided in the Company Law, other relevant regulations and the Articles of Association.

Article 25 The Company shall not purchase its own shares, except under any of the following circumstances:

- (1) reduction of the registered capital of the Company;

- (2) merger with another company that holds the Shares in the Company;
- (3) using the Shares for the employee share ownership scheme or equity incentive scheme;
- (4) repurchase of the Shares held by the Shareholders as requested by them since they object the resolution for the merger or spinning-off of the Company proposed at a ~~general meeting~~shareholders meeting;
- (5) using the Shares for conversion of convertible corporate bonds issued by the Company;
- (6) being necessary for the Company to protect its value and its shareholders' interests;
- (7) other circumstances as permitted by laws and administrative regulations.

In the event that the Company repurchases its own shares, it shall fulfill its obligation of information disclosure in accordance with the laws.

Article 26

The Company's purchase of its own shares may be made by public centralized trading or other methods provided by laws and administrative regulations and recognized by the CSRC.

Such purchase by the Company under circumstances set forth in Items (3), (5) and (6), Paragraph One, Article 25 hereof shall be made by public centralized trading.

Article 27

The Company's purchase of its own shares shall be approved by resolution of the ~~general~~shareholders meeting if it arises from circumstances set forth in Items (1) and (2), Paragraph One, Articles 25 hereof, or may be approved by resolution of the meeting of Board of Directors approved by more than two thirds of attending directors in accordance with the provisions hereof or with the authorization of the ~~general meeting~~shareholders meeting, if it arises from circumstances set forth in Items (3), (5) and (6), Paragraph One, Articles 25 hereof.

After the Company purchases its shares in accordance with Paragraph One, Article 25 hereof, such shares shall be canceled within ten (10) days from the date of purchase in case of circumstance set forth in Item (1), or transferred or canceled within six (6) months in case of circumstances set forth in Item (2) or (4), or transferred or canceled within three (3) years and the total number of shares of the Company held by itself shall not exceed 10% of the total number of issued shares of the Company, in case of circumstances set forth in Item (3), (5) or (6).

Section 3 Transfer of Shares

Article 28 Unless otherwise provided by the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed, shares of the Company may be transferred according to the law. Any transfer of the Company's shares must be registered with the local stock registration agency entrusted by the Company.

Where the Company refuses to register a share transfer, the Company shall give a notice of refusal of registration of such share transfer to the transferor and the transferee, within two months after the date when the transfer application is filed in due form.

All transfer documents are maintained at the Company's legal residence or such other place as the Board of Directors may designate from time to time.

Article 29 The Company shall not accept any shares of the Company as the subject of a pledge.

Article 30 ~~No shares of the Company held by a promoter may be transferred within one year from the date of incorporation of the Company. No shares issued before the public offering of the Company may be transferred within one year from the date when the Company's stocks are listed and traded on the stock exchange. In the event that there is/are any provision(s) under any law, administrative regulation, the regulatory rule of the place where the shares of the Company are listed, or any provision(s) under the CSRC for the transfer of the shares of the Company held by the shareholders or the actual controller(s) of the Company, such provision(s) shall prevail.~~

Directors, supervisors and senior management of the Company shall report the number of shares (including preferred shares) in the Company held by them and the changes thereto to the Company, and shall not transfer more than 25% of the total number of shares of the same class in the Company held by them every year during their tenure determined at the time of taking office, and no shares in the Company held by them may be transferred within one (1) year from the date of listing and trading of stocks of the Company. The above persons shall not transfer their shares in the Company within six months after their departure.

Article 31

If any of the shareholders, directors, supervisors and senior management of the Company holding more than 5% shares in the Company sells stocks or other equity securities in the Company held by him within six(6) months after purchase, or purchases such stocks or other equity securities within six(6) months after sale, the proceeds resulting therefrom shall belong to the Company, which will be recovered by the Board of Directors of the Company, except for any securities company which holds more than 5% shares in the Company due to purchase of the remaining stocks after the underwriting, and other circumstances provided by the CSRC.

For the purpose of the preceding paragraph, stocks or other equity securities held by directors, supervisors, senior management or natural person shareholders include those held by their spouses, parents, children and held through others' accounts.

Where the Board of Directors of the Company fails to comply with the provisions of Paragraph One of this Article, a shareholder may require the Board of Directors to do so within thirty (30) days. Should the Board of Directors of the Company fail again within such period, a shareholder may directly bring a lawsuit before the people's court in its/his own name for the account of the Company.

Where the Board of Directors of the Company fails to comply with the provisions of Paragraph One of this Article, the responsible Director shall be jointly and severally liable in accordance with the laws.

Chapter 4 Shareholders and Shareholders' ~~General~~ Meeting**Section 1 Shareholders**

Article 32 The Company shall, based upon the certificates provided by the security depository, establish a register of shareholders which shall be conclusive evidence for the holding of shares in the Company by a shareholder.

Shareholders shall have rights and assume obligations in accordance with the class and percentage of their shares. Shareholders holding shares of the same class shall have the same rights and assume the same obligations.

Article 33 The original copy of the register of members of overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.

A duplicate copy of the register of members of overseas listed foreign shares shall be maintained at the domicile of the Company and shall be open for inspection by the shareholders, provided that the issuer may suspend the registration of shareholders under a clause equivalent to Section 632 of the Companies Ordinance. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate copies of the registers of members at all times.

Where the original and the duplicate copies of the register of members of overseas listed foreign shares are inconsistent, the original copy shall prevail.

Article 34 Whenever the Company convenes a ~~general~~shareholders meeting, distributes dividends, liquidates or engages in other activities requiring the confirmation of the identity of shareholders, the Board of Directors or the convener for the ~~general~~shareholders meeting shall confirm the date of record, and the shareholders in record after the share market closes on the date of record shall be the shareholders who may enjoy relevant rights and interests.

Article 35 Shareholders of the Company have the following rights:

- (1) to receive dividends and other forms of benefits in proportion to the number of the shares held by them;
- (2) to request, convene, preside over, attend or appoint a proxy to attend shareholders' ~~general~~ meetings, and to exercise the corresponding voting rights according to laws;

- (3) to supervise the Company's operations, put forward proposals or raise queries;
- (4) to transfer, gift or pledge their shares in accordance with the laws, administrative regulations and these Articles;
- (5) to obtain relevant information in accordance with the provisions of the Articles of Association, including:
 1. a copy of the Articles of Association upon payment of the costs thereof;
 2. to inspect and make a photo copy of, subject to payment of reasonable charge:
 - (1) all parts of the register of members;
 - (2) personal particulars of directors, supervisors, general manager and other senior management of the Company, including:
 - (A) current and previous names and aliases;
 - (B) principal address (domicile);
 - (C) nationality;
 - (D) full-time and all other part-time occupations and positions;
 - (E) identification documents and their numbers;
 - (3) the status of the Company's Share capital;
 - (4) reports (breakdown by domestic shares and foreign shares (and, if applicable, H shares)) stating the aggregate par value, quantity, maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last accounting year and the aggregate amount incurred by the Company therefor;
 - (5) minutes of shareholders' ~~general~~ meetings;
 - (6) special resolutions of the Company;

- (7) the latest audited financial statements of the Company, and the reports of board of directors, board of supervisors and the auditor;
- (8) a copy of the latest annual return filed with the industrial and commercial registration departments or other competent authorities.

The Company shall place the documents referred to above (except for those referred to in sub-article (2)) at the Company's address in Hong Kong for inspection by the public and the holders of H shares free of charge, of which documents referred to in sub- article (5) a r e available for inspection by shareholders only. The shareholder who proposes to consult any of the foregoing information or obtain materials relating thereto shall provide the Company with a written document proving the class and number of shares held by it/him in the Company, and the Company shall provide such information and materials in accordance with the requirements of the shareholder after verification of its/his shareholder identity.

- 3. to inspect the resolutions of the board meetings, the resolutions of meetings of the board of supervisors, financial and accounting reports, counterfoils of Company debentures.
- (6) to participate in the distribution of the remaining assets of the Company according to the number of shares held in the event of the termination or liquidation of the Company;
- (7) require the Company to acquire their shares, if they object to any resolution of the ~~general~~shareholders meeting on merger or split of the Company; and
- (8) other rights as provided by laws, administrative regulations, departmental rules or these Articles.

Article 36

Shareholders may request a people's court to invalidate any resolution of the ~~general~~shareholders meeting or the Board of Directors of the Company containing content against the laws or administrative regulations.

Where the procedures for convening, or the voting method used at, a ~~general~~shareholders meeting or a meeting of the Board of Directors, violates any law, administrative regulation or these Articles, or where any resolution contains any content violating these Articles, the shareholders may, within 60 days from the date on which the resolution is made, request a people's court to revoke such resolution. Nonetheless, the aforesaid provision is not applicable to any minor irregularities in the procedures for convening, or the voting method used in, a shareholders meeting or a meeting of the Board of Directors, which do not materially affect the resolution.

Shareholders who are not notified to participate in the shareholders meeting may, within 60 days from the date when they know or should have known that the resolution of the shareholders meeting have been made, file a request before the people's court to revoke such resolution; the right of revocation shall lapse if such right is not exercised within one year from the date on which the resolution is made.

Article 37

If any director or senior management violates the laws, administrative regulations or these Articles in the performance of his duties to the Company, giving rise to any loss of the Company, then the shareholder(s) who individually or jointly hold(s) more than 1% shares in the Company for more than 180 consecutive days shall have the right to request in writing the Board of Supervisors to bring a lawsuit before the people's court. If the Board of Supervisors violates the laws, administrative regulations or these Articles in the performance of its duties to the Company, giving rise to any loss of the Company, then any shareholder may request in writing the Board of Directors to bring a lawsuit before the people's court.

Where the Board of Supervisors or the Board of Directors refuses to bring a lawsuit upon receipt of a written request of shareholder described in the preceding paragraph, or fails to bring a lawsuit within thirty (30) days upon receipt of the request, or if, in urgent situation in which failing to bring a lawsuit forthwith will cause irreparable damage to the interests of the Company, the shareholder(s) described in the preceding paragraph may bring a lawsuit before the people's court directly in his or their own name(s) for the account of the Company.

Where others infringe upon the lawful interest of the Company, giving rise to any loss of the Company, the shareholders described in Paragraph One of this Article may bring a lawsuit before the people's court in accordance with the two preceding paragraphs.

Article 38 Where any Director or senior management violates the laws, administrative regulations or these Articles, prejudicing the interest of the shareholders, the shareholder may bring a lawsuit before the people's court.

Article 39 Shareholders of the Company shall assume the following obligations:

- (1) to abide by laws, administrative regulations and the Articles of Association;
- (2) to pay the subscription monies according to the number of shares subscribed and the form of subscription;
- (3) not to withdraw shares, except for circumstances provided by laws and regulations;
- (4) not to abuse their shareholders' rights to damage the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of the shareholders to damage the interests of any creditor(s) of the Company;
- (5) other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and thereby cause loss to the Company or other shareholders shall be liable for compensation according to laws. Where the shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for debt evasion, and thereby causes material damage to the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Article 40 Where a Shareholder holding more than 5% of voting Shares of the Company pledges any Shares in his/her possession, he/she shall report the same to the Company in writing on the day on which he/she pledges his/her shares.

Article 41 No controlling shareholder or actual controller of the Company may take advantage of its/his relation/connection with the Company to damage the interests of the Company. Otherwise, it/he shall be liable for compensation for any loss to the Company arising from its/his breach.

The controlling shareholder and the actual controller of the Company shall have fiduciary duty towards the Company and the shareholders of public shares in the Company. The controlling shareholder shall exercise the rights of contributor in strict accordance with the laws, and shall not prejudice the legal interests and rights of the Company and shareholders of public shares in the form of profit distribution, assets restructuring, external investment, occupation of funds, loan guarantee or otherwise, nor prejudice the interests of the Company and shareholders of public shares by its controlling status.

Section 2 General Provisions of Shareholders' ~~General Meeting~~

Article 42 ~~Shareholders' general~~The shareholders meeting is the organ of authority of the Company, which exercises its functions and powers according to the law:

- ~~(1) to decide on the Company's operational policies and investment plans;~~
- ~~(2)~~(1) to elect and replace Directors, who are not employees' representatives, and to determine their remuneration;
- ~~(3)~~(2) to elect and replace Supervisors, who are not employees' representatives, and to determine their remuneration;
- ~~(4)~~(3) to consider and approve the reports of the Board of Directors;
- ~~(5)~~(4) to consider and approve the reports of the Board of Supervisors;
- ~~(6) to consider and approve the annual financial budget and annual final accounts of the Company;~~
- ~~(7)~~(5) to consider and approve the Company's profit distribution plan and loss recovery plans;
- ~~(8)~~(6) to resolve on any increase or reduction of the Company's registered capital;
- ~~(9)~~(7) to resolve on matters such as the merger, division, dissolution, liquidation and change of corporate form of the Company;

- (~~108~~) to resolve on issuance of bonds, corporate restructuring or other public offering of securities by the Company and listing proposals;
- (~~119~~) to resolve on Company's appointment, removal or cease of re-appointment of an accounting firm;
- (~~1210~~) to amend the Articles of Association;
- (~~1311~~) to consider the proposals from shareholders with at least 31% of voting shares;
- (~~1412~~) to consider and approve matters concerning any change to the use of proceeds;
- (~~1513~~) to consider and approve any external guarantee which shall be approved at the ~~general~~shareholders meeting under the Articles of Association;
- (~~1614~~) to approve the Company's acquisition or disposal of substantial assets within one year and which exceed 30% of the latest audited total assets of the Company;
- (~~1715~~) to consider and approve any significant transactions and related party/connected party transactions that shall be considered and approved at the ~~general~~shareholders meeting under laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (~~1816~~) to consider and approve equity incentive plans and employee stock option plans; and
- (~~1917~~) other matters required resolutions from shareholders' ~~general~~ meeting provided by laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

The shareholders meeting may authorize the Board of Directors to decide to issue shares not more than 50% of the issued shares within three years. Nonetheless, non-monetary assets contributed as capital shall be subject to the resolution of the shareholders meeting.

If the Board of Directors decide to issue shares in accordance with the provision of the preceding paragraph, resulting in changes to either the registered capital or the number of issued shares of the Company, amendments to such record as set forth in the Articles of Association does not require a vote at the shareholders meeting.

Subject to the laws and regulations, and the mandatory laws and regulations of the place where the shares of the Company are listed, the ~~general~~ shareholders meeting may authorize or entrust the Board of Directors to conduct matters any other authorized or entrusted thereby.

Article 43

The following external guarantee to be provided by the Company must be considered and approved by the ~~general~~ shareholders meeting:

- (1) any single guarantee with an amount exceeding 10% of the latest audited net assets of the Company;
- (2) any guarantee provided after the total amount of external guarantees provided by the Company and its holding subsidiary exceeds 50% of the latest audited net assets of the Company;
- (3) any guarantee to be provided to a party which has an asset-liability ratio of over 70%;
- (4) any guarantee exceeding 30% of the Company's latest audited total assets in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;
- (5) any guarantee provided after the total amount of external guarantees provided by the Company exceeds 30% of the Company's latest audited total assets;
- (6) any guarantee to be provided to shareholders, actual controllers and their related party/connected parties; and
- (7) other guarantees as prescribed by laws, regulations, regulatory documents, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

External guarantees above that should be approved by the ~~general~~shareholders meeting must be considered and approved by the Board of Directors before they are submitted to the ~~general~~shareholders meeting for approval. In addition to the approval of a majority of all directors, guarantees falling into the scope of approval authority of the Board of Directors must also be approved by more than two thirds of the directors present at the meeting of the board of directors. When the guarantee specified in Item (4) above is considered at the ~~general~~shareholders meeting, it shall be approved by more than two-thirds of voting rights held by the shareholders attending the ~~general~~shareholders meeting.

Where the Company provides a guarantee for its wholly-owned subsidiary, or for a holding subsidiary and other shareholders of the holding subsidiary provide a guarantee in the same proportion of their rights and interests, without prejudice to the interests of the Company, application of the provisions of Items (1), (2) and (3) above may be exempted, unless otherwise provided in these Articles. The Company shall disclose the aforesaid guarantees pursuant to the regulatory rules of the place where the shares of the Company are listed.

A guarantee provided by the Company for a related/connected party shall have reasonable business logic and be disclosed in a timely manner pursuant to the regulatory rules of the place where the shares of the Company are listed and submitted to the ~~general~~shareholders meeting for consideration after consideration and approval by the Board of Directors. In case of a guarantee provided by the Company for a controlling shareholder, actual controller or their related/connected parties, the controlling shareholder, actual controller or their related/connected parties shall provide a counter guarantee.

When considering a proposal of providing guarantee to shareholders, actual controllers and their related/connected parties at the ~~general~~shareholders meeting, such shareholders or shareholders controlled by such actual controller shall not vote thereon. Voting shall be approved by more than one half of the voting rights held by other shareholders present at the ~~general~~shareholders meeting.

If the Company provides a guarantee, then the Company shall make prompt disclosure if the guaranteed party fails to fulfill its or his debt repayment obligations within 15 trading days after the maturity of the debt, or the guaranteed party enters into bankruptcy or liquidation or is under other circumstances that seriously affect its or his ability to repay the debt.

Article 44 Any transaction (other than external guarantee) of the Company shall be submitted to the ~~general~~shareholders meeting of the Company for consideration and approval if:

- (1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets, and if the total assets involved in the transaction have both net asset value and assessed value, the higher one shall be taken as the calculation data;
- (2) the transaction amount accounts for more than 50% of the Company's market value;
- (3) the net assets of the object of transaction (such as equity) in the latest accounting year account for more than 50% of the Company's market value;
- (4) the relevant operating income of the object of transaction (such as equity) in the latest accounting year accounts for more than 50% of the audited operating income of the Company in the latest accounting year, and absolute amount exceeds CNY50 million;
- (5) the profits from the transaction account for more than 50% of the audited net profits of the Company in the latest accounting year, and absolute amount exceed CNY5 million;
- (6) the relevant net profit of the object of transaction (such as equity) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and absolute amount exceeds CNY5 million;
- (7) transactions meeting the following criteria according to the definitions and relevant calculation methods under the HKEX Listing Rules;
 1. major transactions;
 2. very substantial disposals;
 3. very substantial acquisitions;
 4. reverse takeovers.

The net profit indicator in the above standards can be exempted before the Company makes profits.

The transaction amount stipulated above refers to the amount paid for the transaction and the liabilities and expenses assumed, etc. If the transaction arrangement involves possible future payment or receipt of consideration, without a specific amount or with an amount to be determined according to the set conditions, the expected maximum amount will be the transaction amount.

The market value stipulated above refers to the arithmetic mean of the closing market value for the 10 trading days prior to the transaction.

If the Company implements a transaction by installments, the above provisions shall be applied on the basis of the total amount of the transaction. The Company shall disclose the actual occurrence of the installment transactions in a timely manner.

As for the transaction in which the Company receives benefits unilaterally, including cash assets donated, debt relief granted, guarantees and subsidies, provided etc., the Company is exempt from the ~~general~~ shareholders meeting consideration procedure set forth in this Article. In order to ensure and improve the soundness and efficiency of the Company's daily operations, the ~~general~~ shareholders meeting may, to the extent permitted by law and these Articles, make necessary authorizations for the Company's investment, asset disposal, asset collateralization, external guarantee, entrusted wealth management, related party transactions and other material matters.

Article 45

~~Shareholders' general~~ The shareholders meetings are divided into annual general meetings and extraordinary general meetings.

Annual general meetings shall be convened once every year and held within six months after the end of the previous fiscal year.

The Company shall convene an extraordinary general meeting within two (2) months if and after:

- (1) the number of Directors is less than the number specified in the Company Law or less than two-thirds of the number required in the Articles of Association;
- (2) the uncovered losses of the Company reach one-third of its total share capital;
- (3) the shareholder individually or shareholders jointly holding more than 10% shares in the Company requisition to convene;

- (4) the Board of Directors considers it necessary;
- (5) the Supervisory Committee proposes to convene; or
- (6) such other circumstances stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed or these Articles occur.

Article 46 The venue of a ~~general~~shareholders meeting of the Company shall be the Company's domicile or the place specified in the notice of the ~~general~~shareholders meeting.

The ~~general~~shareholders meeting shall set up a venue and be convened by means of physical meeting. The Company could also provide online voting or other means permitted by the regulatory rules of the place where the shares of the Company are listed to facilitate shareholders' participation in the ~~General Meetings~~shareholders meetings. Shareholders attending the ~~general~~shareholders meeting by the aforesaid means shall be deemed as present.

Once the notice of the ~~general~~shareholders meeting is given, the venue of the ~~general~~shareholders meeting may not be changed without justifiable reasons. If such change is indeed necessary, the convener shall make announcement at least two (2) working days prior to the scheduled date of the physical meeting and state the reasons.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 47 Where the Company holds a ~~general~~shareholders meeting, it will engage a legal counsel to issue opinions as required by the regulatory rules of the place where the shares of the Company are listed.

Section 3 Convening of ~~General~~Shareholders Meetings

Article 48 The ~~general~~shareholders meeting shall be convened by the Board of Directors and presided over by the Chairman. If the Board of Directors is unable or fails to perform the duty of convening the ~~general~~shareholders meeting, the Board of Supervisors shall convene it in time. If the Board of Supervisors does not convene the meeting, any shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene the meeting on their own.

Article 49 Independent directors may requisition to the Board of Directors to convene an extraordinary general meeting. For the requisition made by independent director for convening an extraordinary general meeting, the Board of Directors shall furnish a written reply stating its consent or dissent to such requisition for convening an extraordinary general meeting within 10 days upon receipt of such requisition, in accordance with the laws, administrative regulations and these Articles. In the event that the Board of Directors consents to convene an extraordinary general meeting, the notice thereof shall be issued within five days after the passing of a board resolution to that effect. In the event that the Board of Directors dissents to convene an extraordinary general meeting, an explanation shall be given.

Any other requirements of the securities regulatory authority at the place where the shares of the Company are listed shall prevail.

Article 50 The Board of Supervisors shall have the right to requisition in writing to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall furnish a written reply stating its consent or dissent to the convention of the extraordinary general meeting within ten (10) days upon receipt of such proposal in accordance with the provisions of the laws, administrative regulations and these Articles.

In the event that the Board of Directors consents to convene an extraordinary general meeting, a notice of general meeting shall be issued within five days after passing of a board resolution to that effect; and any change to the original requisition in the said notice shall be subject to the consent of the Board of Supervisors.

In the event that the Board of Directors dissents to convene an extraordinary general meeting or furnishes no reply within 10 days upon receipt of such requisition, it shall be deemed that the Board of Directors is unable or unwilling to perform the duty to convene the general meeting and the Board of Supervisors may on its own convene and preside over the extraordinary ~~General Meeting~~ general meeting.

Article 51 Any shareholder(s) individually or jointly holding more than 10% shares in the Company may submit a written requisition to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall furnish a written reply stating its consent or dissent to the convention of the extraordinary general meeting within ten (10) days upon receipt of such requisition in accordance with the provisions of the laws, administrative regulations and these Articles.

In the event that the Board of Directors consents to convene an extraordinary general meeting, a notice of general meeting shall be issued within five days after passing of a board resolution to that effect; and any change to the original requisition in the said notice shall be subject to the consent of the requisitioning shareholder or shareholders.

Where the Board of Directors dissents to the convention of an extraordinary general meeting, or furnishes no reply within ten (10) days upon receipt of such requisition, shareholder individually or shareholders jointly holding more than 10% shares in the Company shall be entitled to submit a written requisition to the Board of Supervisors to convene an extraordinary general meeting.

Where the Board of Supervisors consents to convene an extraordinary general meeting, a notice of ~~general meetings~~shareholders meeting shall be issued within five (5) days upon receipt of such requisition; and any change to the original proposal in the said notice shall be subject to the consent of the requisitioning shareholder or shareholders.

Where the Board of Supervisors fails to issue the notice of ~~general meetings~~shareholders meeting within the prescribed time, it shall be deemed that the Board of Supervisors will not convene and preside over the ~~general meetings~~shareholders meeting, in which case, shareholder individually or shareholders jointly holding more than 10% shares in the Company for more than ninety (90) consecutive days may convene and preside over the ~~general meetings~~shareholders meeting on its/his/their own.

Article 52

Where the Board of Supervisors or the shareholder or shareholders decide to convene an extraordinary general meeting on its/his/their own, the Board of Supervisors or such shareholder or shareholders shall notify the Board of Directors in writing.

Before announcing any resolution of the ~~general meetings~~shareholders meeting, the shareholder(s) who convene(s) the meeting shall have a shareholding of no less than 10%.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 53

For ~~general meetings~~shareholders meeting convened by the Board of Supervisors or shareholder(s), the Board of Directors and the Secretary to the Board of Directors shall work in a cooperative manner. The Board of Directors shall provide the register of shareholders of the date of record.

Article 54 Where the Board of Supervisors or shareholder(s) decide(s) to convene the ~~general meeting~~ shareholders meeting on its/his/their own, the Company shall bear all necessary expenses in relation to the meeting.

Section 4 Proposals and Notice of ~~General~~Shareholders Meetings

Article 55 The contents of a proposal shall be within the functions and powers of the ~~general~~ shareholders meeting, shall have definite issues for discussion and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations and these Articles.

In the event that the Company convenes a ~~general~~ shareholders meeting, the Board of Directors, the Board of Supervisors or Shareholders individually or jointly holding an aggregate of more than 31% voting Shares of the Company are entitled to submit proposals to the Company.

Shareholders individually or jointly holding an aggregate of more than 31% voting Shares of the Company may submit interim proposals to the convener in writing 10 days prior to the ~~general~~ shareholders meeting.

The convener of the ~~general~~ shareholders meeting shall issue a supplemental notice of the ~~general~~ shareholders meeting to other Shareholders within 2 days after receipt of such proposal to announce the content of such temporary proposal.

Except as provided in the preceding paragraph, the convener shall not change the proposals set out in the notice of the ~~general~~ shareholders meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the ~~general~~ shareholders meeting or not complying with these Articles shall not be voted on or resolved at the ~~general~~ shareholders meeting.

Article 56 The convener shall notify all shareholders by announcement at least 21 days prior to the convention of an annual general meeting, or at least 15 days prior to the convention of an extraordinary general meeting. The Company shall not include the date of convention of meeting into the calculation of starting and ending time.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 57 Notice of ~~general~~ shareholders meetings shall contain:

- (1) the date, venue and duration of the meeting;
- (2) matters and proposals submitted for consideration at the meeting;
- (3) a clear statement that: each shareholder is entitled to attend the ~~general~~shareholders meeting in person, or appoint one or more proxies who need not be shareholders of the Company, to attend and vote on his/its behalf, or if it is a corporate shareholder, a representative to attend and vote on its behalf at any ~~general~~shareholders meeting; and such corporate shareholder shall be deemed to have attended any meeting in person if it has appointed a representative to do so. The corporate shareholder may have a duly authorized person to sign the proxy form;
- (4) the date of record for the determination of shareholders who are entitled to attend the ~~general~~shareholders meeting;
- (5) name and telephone number of permanent contact person;
- (6) time and procedures for voting online or by other means;
- (7) such other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and these Articles.

The notice and supplementary notice of ~~general~~the shareholders meeting shall contain the contents required by the regulatory rules of the place where the shares of the Company are listed and these Articles, and shall fully, completely and accurately disclose and explain on all specific content of all proposals. For the matters proposed to discuss require opinions of the independent directors, such opinions and reasons thereof shall be disclosed together with the notice or supplementary notice of the ~~general~~shareholders meeting.

Where a ~~general~~shareholders meeting will be held online or otherwise, the notice of ~~general~~shareholders meeting shall specify the voting time and procedures online or otherwise.

There shall be no more than 7 working days between the date of record and the date of the meeting. Once confirmed, the date of record shall not be changed.

Article 58 If the election of directors or supervisors is proposed to be discussed at a ~~general~~shareholders meeting, the notice of the meeting shall adequately specify the detailed information on the director or supervisor candidates, which shall at least include:

- (1) personal particulars, including academic qualifications, working experience and concurrent positions;
- (2) whether or not have any relation/connection with the Company, its controlling shareholders or actual controller;
- (3) the number of shares of the Company held by such candidate;
- (4) whether such candidates have ever been punished by the CSRC and other relevant authorities or disciplined by a stock exchange.

Except for electing directors and supervisors by cumulative voting, each candidate for director or supervisor shall be nominated in a separate proposal.

Article 59 Once the notice of ~~general~~the shareholders meeting is issued, the meeting shall not be postponed or canceled without proper reasons, and proposals contained in the notice shall not be withdrawn. Once delay or cancellation occurs, the convener shall notify shareholders with explanation at least two working days before the original convening date.

Section 5 Holding of ~~General~~Shareholders Meetings

Article 60 The Board of Directors and other convener of the Company shall take necessary measures to safeguard the normal order of the ~~general~~shareholders meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.

Article 61 All shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the ~~general~~shareholders meeting and exercise their voting rights in accordance with the relevant laws, regulations and these Articles.

Any shareholder entitled to attend and vote at a shareholders' ~~general~~ meeting of the Company may do so in person or appoint one or more proxies to represent him/her and vote on his/her behalf. The proxy need not be a shareholder. Every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any ~~general~~ shareholders meeting of the issuer and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer.

The clearing house shall be entitled to appoint a proxy or company representative to attend any ~~general~~ shareholders meeting of the issuer, who shall have the same legal rights as other shareholders, including the right to speak and vote.

Article 62 Individual shareholders who attend the meeting in person shall show their own identification cards, or other valid documents or certificates to show their identity. The proxy appointed by a shareholder to attend the meeting shall present his own identification card and the form of proxy of the shareholder.

Corporate shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he shall present his identification card and valid proof that can prove his qualification as legal representative; and where he appoints a proxy to attend the meeting, the proxy shall present his own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder.

Article 63 The form of proxy issued by the shareholder appointing his or her proxy to attend the ~~general~~ shareholders meeting shall state:

- (1) name of the proxy;
- (2) whether or not the proxy has any voting right;
- (3) instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the ~~general~~ shareholders meeting;
- (4) the date of issue and validity period of the form of proxy;

- (5) the signature (or seal) of the appointer. In the event that the appointer is a corporate shareholder, the power of attorney shall be affixed with the seal of the corporate shareholder, or signed by its Director or a duly authorized officer or a duly appointed proxy.

Article 64 The form of proxy shall indicate whether the proxy can vote in his own discretion if the appointing shareholder makes no specific instructions.

Article 65 Where such form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.

If the proxy is a corporate shareholder, its legal representative or any representative authorized by its board of directors or by other decision-making body may attend the shareholders' ~~general~~ meeting of the Company on its behalf.

Besides, where a shareholder is a recognized clearing house within the meaning defined in the laws of Hong Kong or its nominee, the clearing house is entitled to appoint a proxy or company's representative to act on its behalf at any shareholders' ~~general~~ meeting and meeting of creditors or any meeting of any class of shareholders; provided that where more than one person is so authorized, the letter of authorization shall specify the number and class of Shares in respect of which each such person is so authorized. Such persons or company's representative so authorized shall have equal rights as other shareholders', including the right to speak and to vote.

Article 66 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall record name (or company name), ID Card no., domicile, number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.

Article 67 The convener and the counsel engaged by the Company shall jointly verify the legality of the shareholders' qualifications in accordance with the register of shareholders provided by the Securities Depository and Clearing Institution, and record and register the name of the shareholders and the number of voting shares held by such shareholders. The registration process shall end before the presider of the meeting announces on site the number of shareholders and proxies that attend the meeting, and the total number of their voting shares.

Article 68 When a ~~general~~shareholders meeting is held, all directors, supervisors and the Secretary to the Board of Directors of the Company shall attend the ~~general~~shareholders meeting, and the General Manager and other senior management shall attend the meeting without voting powers.

Article 69 A ~~general~~shareholders meeting shall be convened by the Board of Directors and presided over by the Chairman of the Board of Directors. Where the Chairman is unable of fails to perform his duties, a director jointly elected by more than one half of directors shall preside over the meeting.

For a ~~general~~shareholders meeting convened by the Board of Supervisors on its own, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, a supervisor jointly selected by more than one half of the supervisors shall preside over the meeting.

For a ~~general~~shareholders meeting convened by shareholder(s) on its/their own, the convener(s) shall select a representative to preside over the meeting.

When a ~~general~~shareholders meeting is held and the presider violates these Rules of Procedures to cause the ~~general~~shareholders meeting impossible to continue, then upon consent of the shareholders with a majority of the voting rights present at the meeting, a person may be elected at the ~~general~~shareholders meeting to act as the presider to continue the meeting.

Article 70 The Company shall formulate the rules of procedures for ~~general~~shareholders meeting specifying the convening and voting procedures of ~~General~~shareholders meetings, including notice, registration, deliberation of and voting on proposals, votes counting, announcement of voting results, drafting of meeting resolutions, meeting minutes and their signature, announcements and other content, as well as the principle of delegation of powers to the Board of Directors by the ~~general~~shareholders meeting, and the content of delegation shall be clear and specific. The rules of procedures for ~~general~~shareholders meeting shall be attached hereto as an appendix, and formulated by the Board of Directors and approved by the ~~general~~shareholders meeting.

Article 71 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the general meeting on their work in last year. Each of the independent directors shall also report their work.

- Article 72** Directors, supervisors and senior management shall provide explanation and clarification to the inquiries raised by the shareholders at the ~~general~~shareholders meeting.
- Article 73** The presider of the meeting shall announce the number of attending shareholders and proxies and the total number of their voting shares before voting, each of which shall be subject to the registration of the meeting.
- Article 74** The ~~General Meetings~~shareholders meetings shall have meeting minutes, which shall be recorded by the Secretary to the Board of Directors, and shall contain:
- (1) the date, venue and agenda of the meeting, and the name of the convener;
 - (2) the names of the presider and the directors, supervisors, general manager and other senior management attending or present at the meeting with or without voting rights;
 - (3) the number of attending shareholders and proxies, and the total number of their voting shares and their percentage in the total number of shares of the Company;
 - (4) the consideration process of each proposal, summaries of the speeches and the voting result;
 - (5) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;
 - (6) the name of the counsel(s), vote counter(s) and scrutineer(s); and
 - (7) such other content that shall be recorded in the minutes according to the Articles of Association.
- Article 75** The convener shall guarantee the authenticity, accuracy and completeness of the content of the minutes of the meeting. The directors, supervisors, Secretary to the Board of Directors, the convener or their representative, and the presider of the meeting attending the meeting shall sign on the minutes. The minutes shall be maintained with the register of names of shareholders attending in person and the proxy form for proxy attending, and valid materials in case of voting online or otherwise, for a term of at least ten (10) years.

Article 76 The convener shall ensure the successive holding of the ~~General Meeting~~shareholders meeting until the adoption of final resolution. Where the ~~General Meeting~~shareholders meeting is suspended or unable to adopt resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the ~~General Meeting~~shareholders meeting as soon as possible or directly terminate the ~~General Meeting~~shareholders meeting concerned, and make timely announcement to that effect.

Section 6 Voting and Resolutions at ~~General~~Shareholders Meetings

Article 77 The resolutions of the ~~Shareholders' general~~shareholders meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution made by the ~~Shareholders' general~~shareholders meeting shall be passed by a ~~simple majority~~more than half of the votes held by the Shareholders (including proxies of Shareholders) attending the ~~Shareholders' general~~shareholders meeting.

A special resolution made by the ~~Shareholders' general~~shareholders meeting shall be passed by a two-thirds majority of the votes held by the Shareholders (including proxies of Shareholders) attending the ~~Shareholders' general~~shareholders meeting.

Article 78 Shareholders shall be entitled (1) to speak at ~~Shareholders' general~~shareholders meetings and (2) to vote at ~~Shareholders' general~~shareholders meetings unless individual Shareholders are required by the listing rules of the exchange where the Shares of the Company are listed to abstain from voting on particular matters. When voting at the ~~Shareholders' general~~shareholders meeting, a Shareholder (including his/her proxies) shall exercise his/her voting rights in accordance with the number of Shares represented by him/her. Each Share shall have one vote.

The Company's Shares held by the Company shall not carry voting rights, and those Shares shall not be included in calculating the total number of Shares carrying voting rights at a ~~Shareholders' general~~shareholders meeting.

When material issues affecting the interests of minority investors are considered at a ~~General Meeting~~shareholders meeting, the votes of minority investors shall be counted separately. The separate votes counting results shall be disclosed in a timely manner to the public.

Where a shareholder purchases voting shares of the Company in violation of Paragraph 1 or 2 of Article 63 of the Securities Law, then within thirty-six (36) months after such purchase, the voting rights attached to such shares in excess of the prescribed percentage shall not be exercised, and such shares shall not be included in the total number of voting shares present at the ~~General Meetings~~shareholders meeting.

The Board of Directors, the independent director, the shareholder(s) holding more than one hundredth of the voting shares of the Company, or any investor protection institution established in accordance with the laws, administrative regulations, or rules of the CSRC may solicit proxies from shareholders of the Company. In case of solicitation of proxies from shareholders, specific voting intention and other information shall be fully disclosed to the shareholders whose proxies are solicited. Solicitation of proxies from shareholders for compensation or disguised compensation is prohibited. The Company may not propose any minimum shareholding restriction on proxy solicitation, except the statutory conditions.

Article 79

Unless the resolutions on relevant procedures of a ~~General Meeting~~shareholders meeting or administrative matters which can be decided by the presider of the meeting in the spirit of honesty and credibility and shall be voted on by show of hands, voting at a ~~General Meeting~~shareholders meeting shall be made by disclosed ballot.

Such procedures and administrative matters shall:

- (1) not be contained in the agenda of the ~~General Meeting~~shareholders meeting or in any supplementary circular to shareholders; and
- (2) involve the duty of the presider of the meeting to maintain the orderly conduct of the ~~General Meeting~~shareholders meeting and/or allow the business of the ~~General Meeting~~shareholders meeting to be transacted in a more proper and efficient manner, while giving all shareholders a reasonable opportunity to express their views.

Article 80

The following matters shall be resolved at the ~~Shareholders' general~~shareholders meeting through ordinary resolutions:

- (1) the work reports of the Board of Directors and the Board of Supervisors;

- (2) the plans of profits distribution and loss recovery schemes proposed by the Board of Directors;
- (3) removal of members of the Board of Directors and the Board of Supervisors and their remunerations and methods of payment;
- (4) ~~annual budget and final accounting plan of the Company;~~
- (54) annual report of the Company;
- (65) the appointment, removal of accounting firm, their remuneration and payment methods thereof;
- (76) any matters not otherwise required by the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or these Articles to be approved by special resolution.

Article 81

The following matter shall be passed through special resolutions:

- (1) the increase or decrease of the share capital, issuance of any class of shares, warrants and other quasi-securities by the Company;
- (2) spin-off, split, merger, dissolution or liquidation of the Company;
- (3) amendment to the Articles of Association;
- (4) matters on purchase or sale of material assets or provision of guarantee with an amount of more than 30% of the Company's audited total assets value for the most recent period within one year;
- (5) formulation and amendment of equity incentive plans;
- (6) vary or abrogate the rights conferred on the shareholders; and
- (7) other matters as required by the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or these Articles, and matters determined by the ~~General Meeting~~ shareholders meeting by ordinary resolution to have material effect on the Company and necessary for approval by special resolutions.

Article 82 When the ~~General Meeting~~shareholders meeting reviews matters relating to related party/connected transactions, the related/connected shareholders and their close associates shall not participate in voting by ballot and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes. The announcement of the ~~General Meeting~~shareholders meeting resolutions shall fully disclose the votes by non-related parties/non-connected persons.

Before the ~~General Meeting~~shareholders meeting reviews matters relating to related party/connected transactions, the Company shall determine the scope of related/connected shareholders in accordance with relevant laws, regulations and regulatory documents. Related parties/connected persons or their authorized representatives may attend the ~~General Meeting~~shareholders meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting by ballot.

Where the ~~General Meeting~~shareholders meeting reviews matters relating to related party/connected transactions, related/connected shareholders shall abstain from voting. If related/connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to do so. After related/connected shareholders have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of these Articles and rules herein. The presider of the meeting shall announce the number of shareholders and proxies present at the meeting except related/connected persons and the total number of their voting shares.

No resolution made at the ~~General Meeting~~shareholders meeting on matters relating to related party/connected transactions shall be passed unless approved by more than half of the votes cast by the non-related/non-connected shareholders attending the ~~General Meeting~~shareholders meeting. However, when the related party/connected transaction involves matters that need to be approved by special resolution as stipulated in these Articles and rules herein, the resolution of the ~~General Meeting~~shareholders meeting shall not be passed unless approved by more than 2/3 of the voting rights held by the non-related/connected shareholders attending the ~~General Meeting~~shareholders meeting.

If a related party/connected party or its/his associate participates in voting by ballot in violation of the provisions of this Article, the voting on matters relating to related party/connected transaction shall be invalid.

Article 83 Except that the Company is in crisis or under other exceptional cases, without the approval by special resolution of the ~~General Meeting~~shareholders meeting, the Company shall not enter into contract with any person other than the directors, managers or other senior management to hand over the administration of all or material business of the Company to such person.

Article 84 The list of director or supervisor candidates shall be submitted as proposal to the ~~General Meeting~~shareholders meeting for voting.

Cumulative voting system may be implemented when the ~~General~~Shareholders Meeting votes for the election of the directors and supervisors in accordance with the provisions of these Articles or the resolution of the ~~General~~Shareholders Meeting.

The cumulative voting stated in the preceding paragraph refers to that when the ~~General Meeting~~shareholders meeting elects directors or supervisors, every share has votes as many as the number of the directors or supervisors to be elected, and a shareholder may cast all its/his votes for a single candidate. The Board of Directors shall announce the resumes and basic information of the director and supervisor candidates to the shareholders.

Article 85 Except for the cumulative voting system, the ~~General Meeting~~shareholders meeting shall vote for all the proposals one by one. In the event that there are different proposals on the same matter, they shall be voted in a chronological order of proposing such proposals. Unless the ~~General Meeting~~shareholders meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the ~~General Meeting~~shareholders meeting.

Article 86 When a proposal is submitted to the ~~General Meeting~~shareholders meeting for discussion, no revision to such proposal shall be made; otherwise, any relevant change will be deemed as a new proposal, which may not be voted at such ~~General Meeting~~shareholders meeting.

Article 87 A voting right shall be exercised by physical voting, online voting or otherwise. The first voting result shall prevail over repetitious votes for the same voting right.

Article 88 Before voting on the proposal, the ~~General Meeting~~shareholders meeting shall elect two shareholders' representatives to participate in the counting and supervision of votes. For the related party/connected shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.

When proposals are voted on at the ~~General Meeting~~shareholders meeting, the shareholders' representative, the supervisors' representative and other relevant persons appointed according to the regulatory rules of the place where the shares of the Company are listed shall be jointly responsible for the counting and scrutinizing of the ballots according to the regulatory rules of the place where the shares of the Company are listed, and the voting results on resolution shall be announced on site, and recorded in the minutes.

The shareholders of the Company or their proxies who vote online or otherwise shall be entitled to check and verify their own votes through relevant voting systems.

Article 89 Onsite voting at the ~~General Meeting~~shareholders meeting shall not be closed earlier than voting online or otherwise. The presider of the meeting shall declare the voting information and result of each proposal and declare whether the proposal is passed or not according to the voting result.

Prior to formal announcement of voting result, the Company, vote counter, scrutineer, substantial shareholders, online service provider and other parties involved in onsite voting, online voting or voting by other means at the ~~General Meeting~~shareholders meeting are obliged to keep confidential the voting information.

Article 90 Shareholders attending the ~~General Meeting~~shareholders meeting shall express one of the three opinions on the proposal tabled for voting: "For", "Against", and "Abstain", except that the securities depository and clearing institution as the nominal holder of Stock Connect stocks makes declaration based on the declaration of intention of the actual controller.

If the ballot paper is left blank, incorrectly filled in or illegible or not cast, the voter is deemed to have abstained from voting and the voting result of the corresponding voting shares shall be "abstention".

If, under the listing rules of stock exchange on which the shares of the Company are listed, any shareholder is required to abstain from voting on or restricted to vote for or against any individual resolution, any vote cast by such shareholder (or its/his proxy) in violation of such requirement or restriction shall not be counted in the voting results.

Article 91 If the presider of the meeting has any doubt about the result of a resolution put to the vote, he/she may count the number of votes. If the presider of the meeting fails to count the votes, a Shareholder or proxy attending the meeting who challenges the result announced by the presider of the meeting shall have the right to request counting of votes immediately after such announcement, the presider of the meeting shall immediately count the votes.

Article 92 Resolutions of the ~~General Meeting~~shareholders meeting shall be announced in due time according to the relevant laws, regulations, departmental rules, regulatory documents, regulatory rules of the place where the shares of the Company are listed or these Articles. The announcement of resolutions shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the regulatory rules of the place where the shares of the Company are listed (as specific to certain proposals, if any), whether the shareholder who is required to abstain from voting has given up the voting right, the voting method, the voting result of each resolution and the details of each of the resolutions passed.

The Company as a company issuing foreign invested shares listed domestically shall make separate statistics and announcement on the attendance of and votes at the meeting by the holders of domestic shares and holders of foreign invested shares.

Article 93 Proposals not adopted or resolutions of the former ~~General Meeting~~shareholders meeting changed in this ~~General Meeting~~shareholders meeting shall be specially pointed out in the announcement of resolutions of the ~~General Meeting~~shareholders meeting.

Article 94 Where a proposal on election of directors or supervisors is passed at the ~~General Meeting~~shareholders meeting, the new directors and supervisors shall take office from the date on which the resolution of the ~~General Meeting~~shareholders meeting is passed.

Article 95 Where a proposal on distribution of cash dividend, bonus share or capital increase from conversion of capital reserves is passed at a ~~General Meeting~~shareholders meeting, the Company shall implement the specific proposal within two (2) months after the ~~General Meeting~~shareholders meeting ends.

Chapter 5 Board of Directors

Section 1 Directors

Article 96 A director of the Company shall be a natural person, who will be ineligible if he:

- (1) is incapable or only has restricted capacity of civil conduct;
- (2) is imposed any criminal penalty due to corruption, bribery, embezzlement, appropriation of property or jeopardizing the socialist market economic order, ~~and it is less than five years upon expiry of execution of such penalty,~~ or if he is deprived off the political rights due to committing crime, and it is less than five years upon expiry of execution of such deprivation, or if he has been granted a suspended sentence, and it is less than two years upon the expiry of the probation period of the suspended sentence;
- (3) was the director or factory director or manager of any bankrupt and liquidated company or enterprise and he is responsible for the bankruptcy of such company or enterprise, and it is less than three years since the completion of bankruptcy liquidation of such company or enterprise;
- (4) was the legal representative of a company or enterprise which is revoked off its business license or ordered to close down due to violation of laws and he is personally responsible for that, and it is less than three years since the date when such company or enterprise is revoked off its business license or ordered to lock out;
- (5) has any due and unpaid debt with a relevant large amount and is listed by the people's court as a judgment defaulter;
- (6) is prohibited from entering the securities market by the CSRC and the prohibition period has not yet expired; or
- (7) is under other circumstances as provided by the laws, administrative regulations or departmental rules.

Any election or appointment of director in violation of the provisions of this Article shall be invalid. Where any director has any circumstance described above during his tenure, the Company shall remove him from office.

Article 97

Directors shall be elected or replaced by the ~~General Meeting~~shareholders meeting, and may be removed from office by ordinary resolution made at the ~~General Meeting~~shareholders meeting before expiry of their tenure (without prejudice to any claim for compensation available under any contract). The tenure of director shall be three years and a director may be re-elected upon expiry of tenure.

Subject to applicable laws and regulations and regulatory rules on listing of companies, the tenure of any new director appointed by the Board of Directors to fill a casual vacancy of the Board of Directors or increase of the number of members of the Board of Directors shall expire at the first annual ~~General Meeting~~shareholders meeting of the Company following his appointment, at which time he shall be eligible for re-election and re-appointment.

The tenure of director shall start from the date of taking office and end on the expiry of the tenure of the current Board of Directors. Where no new director is timely elected when the tenure of a director expires, then, before the new director takes office, the original director shall perform his director duties in accordance with the provisions of the laws, administrative regulations, departmental rules and these Articles.

A director may concurrently hold office as General Manager or other senior management, however, the number of directors concurrently holding office as General Manager or other senior management and directors who are employees' representatives shall not exceed one half of the total number of directors of the Company.

Article 98

Directors shall comply with laws, administrative regulations and these Articles and assume the following loyalty duty to the Company:

- (1) not to take any bribery or other illegal income or embezzle the assets of the Company by taking advantage of his position;
- (2) not to misappropriate any fund of the Company;
- (3) not to deposit funds or assets of the Company in account under his name or the name of others;

- (4) not to provide guarantee for others by property of the Company or lend the funds of the Company to others without consent of the ~~General Meeting~~shareholders meeting or the Board of Directors, in violation of the provisions of these Articles;
- (5) not to enter into any contract or transaction with the Company in violation of the provisions of these Articles or without consent of the ~~General Meeting~~shareholders meeting;
- (6) not to take advantage of his position to seek business opportunity belonging to the Company for himself or others, or to self-operate or operate for others any business similar or identical to the Company, without consent of the ~~General Meeting~~shareholders meeting;
- (7) not to accept and take possession of any commission from transactions between others and the Company;
- (8) not to disclose any secret of the Company without permission;
- (9) not take advantage of its relation/connection to harm the interests of the Company; and
- (10) other loyalty duty as provided in laws, administrative regulations, departmental rules and these Articles.

Any and all proceeds obtained by directors from violation of the provisions of this Article shall belong to the Company; and in case of any loss caused to the Company thereby, such directors shall be liable for compensation.

Article 99

Directors shall comply with laws, administrative regulations and these Articles and assume the following diligence duty to the Company:

- (1) diligently, seriously and prudently exercise the rights granted by the Company, so as to ensure the business activities of the Company are in compliance with the requirements of all national laws, administrative regulations and national economic policies, and will not be beyond the business scope as indicated in the business license;
- (2) fairly treat all shareholders;
- (3) keep abreast of the business operation and management situation of the Company;

- (4) execute written confirmation opinions for the regular reports of the Company, and ensure the information disclosed by the Company is authentic, accurate and complete;
- (5) truthfully provide relevant situation and materials to the Board of Supervisors and not to impede the exercise of powers and duties by the Board of Supervisors or supervisors; and
- (6) other diligence duty as provided in laws, administrative regulations, departmental rules and these Articles.

Article 100 Where a director fails to attend the meeting in person or by director proxy for two consecutive times, he shall be deemed unable to fulfill his duties, in which case, the Board of Directors shall suggest the ~~General Meeting~~ shareholders meeting to replace him.

Article 101 Directors may resign before expiry of their tenure. The resigning director shall submit a written resignation report to the Board of Directors, and the Board of Directors shall disclose relevant situation within two (2) days.

Where any director resigns during his tenure which leads to the number of members of the Board of Directors is below the quorum, then, before the new director takes office, the original Director shall still perform his director duties in accordance with the provisions of the laws, administrative regulations, departmental rules and these Articles.

Except for the circumstance stated in the preceding paragraph, the resignation of a director shall become effective when his resignation report is delivered to the Board of Directors.

Article 102 Upon effectiveness of resignation or expiry of tenure of a director, he shall complete all hand-over procedures with the Board of Directors, and his loyalty duty to the Company and shareholders will not be terminated as soon as the end of his tenure, and his confidentiality obligations for trade secrets of the Company shall survive the end of his appointment until such secrets become publicly available. The duration of other loyalty duty shall be determined according to the equity principle, taking into account factors such as the nature of the matter, the importance to the Company, the time of impact on the Company and the relationship with such director.

Article 103 Without the due authorization by the Board of Directors or under these Articles, no director may act for the Company or the Board of Directors in his own name. Where any director acts in his own name but any third party reasonably believes that such director is acting for the Company or the board of director, such director shall first state his stance and status.

Article 104 Directors who violate the laws, administrative regulations, departmental rules or these Articles when performing their duties for the Company, which causes losses to the Company, shall be liable for compensation.

Article 105 The Company shall have independent directors, and the qualifications, nomination and election procedures, term of office, resignation, functions and powers of independent directors shall be implemented in accordance with laws, administrative regulations, and relevant rules of the stock exchange.

Section 2 Board of Directors

Article 106 The Company shall have a Board of Directors, which shall be accountable to and report to the ~~Shareholders'~~shareholders meeting.

Article 107 The Board of Directors shall consist of nine (9) directors, including one (1) Chairman. There shall be three independent directors in the Board of the Company, and at least one of them is an accounting professional (who shall be a person with senior job title or certified public accountant qualification).

Article 108 The Board of Directors shall exercise the following function and powers:

- (1) to convene the ~~General Meetings~~shareholders meetings and report on its work to such ~~General~~shareholders Meetingmeeting;
- (2) to implement resolutions passed at the ~~Shareholders' General Meeting~~shareholders meeting;
- (3) to decide on the Company's business plans and investment plans;
- (4) to formulate the Company's annual financial budgets and final accounting plans;
- (5) to formulate the Company's profit distribution proposals and loss recovery proposals;

- (6) to prepare plans on increase or reduction of registered capital of the Company, issuance of bonds or other securities, and listing of the Company;
- (7) to formulate plans for material acquisitions, purchase of shares of the Company, merger, split, dissolution or change of organizational form of the Company;
- (8) to decide on external investment, asset acquisition or disposal, mortgage of assets, external guarantee, entrusted wealth management and related party/connected transactions, donations, etc. of the Company, within the scope of delegation by the ~~General Meetings~~ shareholders meeting;
- (9) to approve matters in relation to investment, acquisition or disposal of assets, financing and related party/connected transactions as required to be decided by the Board of Directors under the listing rules of the stock exchange where the shares of the Company are listed;
- (10) to determine on the Company's internal management structure;
- (11) to decide on the appointment or removal of the General Manager, the Secretary to the Board or other senior management of the Company, and their remuneration, rewards and punishments; to decide on the employment or dismissal of the deputy general manager, CFO, and other senior management of the Company according to the nomination of the General Manager, and their remuneration, rewards and punishments;
- (12) to formulate the Company's basic management system;
- (13) to formulate proposals for amendments to the Articles of Association;
- (14) to manage information disclosures of the Company;
- (15) to propose to the ~~General Meetings~~ shareholders meeting to engage or replace the accounting firm which provides audit services to the Company;
- (16) to listen to work reports presented by the General Manager of the Company and inspect the work of the General Manager; and

(17) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

For the previous resolutions made by the Board, except for Items (6), (7), (13) and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the rest shall be approved by more than one half of the directors.

Matters beyond the scope of authorization of the ~~general~~shareholders meeting to the Board shall be submitted to the ~~general~~shareholders meeting for consideration.

The Board of Directors of the Company may establish four special committees, namely the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee, and the Strategy Committee. These special committees shall be accountable to the Board of Directors, and fulfill their duties according to these Articles and within the scope of delegation by the Board of Directors, submit proposals to the Board of Directors for consideration and decision. All members of the special committees shall be directors, among which, more than one half of the members of Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee shall be independent directors, who shall act as convener (and chairperson) of the meetings thereof, while the convener (and chairperson) of the Audit Committee shall be accounting professional. The Board of Directors shall be responsible for formulating the work rules for special committees, and regulating the operation of special committees.

Article 109 The Board of the Company shall make explanations to the ~~General~~shareholders meeting with respect to the modified audit opinions issued by the engaged certified public accountant(s) for the financial report of the Company.

Article 110 The Board of Directors shall formulate the rules of procedures for the Board of Directors so as to ensure the Board of Directors will implement resolutions of the ~~General Meeting~~shareholders meeting, improve work efficiency and guarantee scientific decision-making.

Article 111 The Board shall determine the authority relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted wealth management, related party transactions and donations, and shall establish strict examination and decision making procedure; and in case of material investment projects, organize relevant experts and professionals to make assessments and report to the ~~General Meeting~~shareholders meeting for approval.

Article 112 Any transaction of the Company set forth in paragraph (3) of Article 198 hereof (except for guarantee) shall be submitted to the Board Meeting for consideration, if:

- (1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets, and if the total assets involved in the transaction have both net asset value and assessed value, the higher one shall be taken as the calculation data;
- (2) the transaction amount accounts for more than 10% of the Company's market value;
- (3) the net assets of the object of transaction (such as equity) in the latest accounting year account for more than 10% of the Company's market value;
- (4) the relevant operating income of the object of transaction (such as equity) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and the absolute amount thereof exceeds CNY10 million;
- (5) the profits from the transaction account for more than 10% of the audited net profits of the Company in the latest accounting year, and the absolute amount thereof exceeds CNY1 million; or
- (6) the relevant net profit of the object of transaction (such as equity) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and the absolute amount thereof exceeds CNY1 million.

If any data value as involved in the calculation of indicator set forth in the preceding paragraph is negative, the absolute value thereof shall apply.

Any transaction of the Company set forth in this Article, after discussed and approved by the Board of Directors, shall be submitted to the ~~General Meeting~~ shareholders meeting for consideration if it meets any standard provided in Article 44 hereof.

The transaction amount stipulated in this Article refers to the amount paid for the transaction and the liabilities and expenses assumed, etc. If the transaction arrangement involves possible future payment or receipt of consideration, without a specific amount or with an amount to be determined according to the set conditions, the expected maximum amount will be the transaction amount.

The market value stipulated in this Article refers to the arithmetic mean of the closing market value for the 10 trading days prior to the transaction.

If the Company implements a transaction by installments, the provisions of this Article shall be applied on the basis of the total amount of the transaction. The Company shall disclose the actual occurrence of the installment transactions in a timely manner.

If the Company and the same counterparty have transactions set forth in paragraph (3) of Article 198 hereof of the same type and in opposite directions at the same time, this Article shall be applied according to the unidirectional amount thereof.

Except for the provision of guarantees, entrusted wealth management, etc. which are otherwise provided herein, if the Company conducts the same type of transactions set forth in paragraph (3) of Article 198 hereof in connection with a target, this Article shall be applied based on the principle of accumulative calculation for 12 consecutive months. If the obligations have been performed in accordance with this Article and Article 44 hereof, they are no longer included in the relevant cumulative calculation.

If the Company has an equity transaction that results in a change in the scope of the Company's consolidated financial statements, this Article shall apply, by taking the relevant financial indicators of the Company to which the equity interest relates as the basis for calculation, and. If the aforementioned equity transaction does not result in a change in the scope of the consolidated financial statements, this Article shall apply, by taking the relevant financial indicators calculated in proportion to the change in the Company's shareholding.

If the Company provides the financial assistance, this Article shall apply, by taking the amount of the financial assistance as the transaction amount.

If the Company has entrusted wealth management on a rolling basis for 12 consecutive months, this Article shall apply, by taking the highest balance for that period as the transaction amount.

Article 113 Any transaction within the scope of daily operations of the Company shall be submitted to the Board of Directors for consideration if:

- (1) the total assets involved in the transaction account for more than 50% of the Company's total assets audited in the latest period, and the absolute amount exceeds CNY100 million;
- (2) the transaction account accounts for more than 50% of the audited operating income or the operating cost of the Company in the latest accounting year, and exceeds CNY100 million;
- (3) the profits from the transaction account for more than 50% of the audited net profit of the Company in the latest accounting year, and exceed CNY5 million; or
- (4) other transactions that may have a material impact on the Company's assets, liabilities, equities and operating results.

Before the Company makes any profit, the net profit indicator stipulated in this Article and Article 112 hereof shall not be applied.

Article 114 Any guarantee to be provided by the Company shall be submitted to the Board of Directors for consideration, and shall be submitted to the ~~General Meeting~~ shareholders meeting for consideration after discussed and approved by the Board of Directors, if it meets any standard provided in Article 43 hereof.

In addition to the approval of a majority of all directors, any guarantee submitted to the Board of Directors for consideration must also be approved by more than two thirds of the directors present at the meeting of the Board of Directors.

Article 115 Any connection transaction between the Company and the connected party shall be submitted to the Board of Directors for consideration if it meets the standard set forth in the HKEX Listing Rules.

Article 116 The Board of Directors shall have a Chairman. The Chairman of the Board of Directors shall be elected by a majority of all directors of the Board of Directors.

Article 117 The chairman of the Board of Directors shall exercise the following functions and powers:

- (1) to preside over ~~Shareholders' general~~shareholders meetings and convene and chair over the meetings of the Board of Directors;
- (2) to urge and inspect the implementation of resolutions adopted by the Board of Directors;
- (3) other duties and powers as delegated by the Board of Directors or conferred by the regulatory rules of the place where the shares of the Company are listed.

In the event that the chairman is incapable of performing his/her duties, a director jointly selected by more than one half of the directors shall perform such duties.

Article 118 The meetings of the Board of Directors shall include regular meetings and extraordinary meetings.

Meetings of the Board of Directors shall be regularly convened by the chairman at least four times a year. All Directors and Supervisors shall be notified in writing 14 days before such meetings.

The shareholder(s) representing more than one tenth of the voting rights, more than one third of the directors, more than one half of the independent directors, the Board of Supervisors, the Chairman or the General Manager may requisition to convene an extraordinary meeting of the Board of Directors. The chairman shall convene and preside over such meetings of the Board of Directors within 10 days after receiving such proposal.

The notice of an extraordinary meeting of the Board of Directors shall be given to all directors and supervisors three days before the meeting. The time limit restriction for meeting notice set forth in the preceding paragraph may not apply to any urgent situation which requires the convention of an extraordinary meeting of the Board of Directors as soon as possible.

Notice of meetings of the Board of Directors shall be given in writing, by personal delivery, facsimile, electronic mail or in such other manner as may be provided for in these Articles.

In case of emergency where an interim meeting of the Board of Directors shall be convened as soon as possible, a notice of such meeting may be given at any time by phone or other oral means, but the convener shall make an explanation at the meeting.

Article 119 The notice of meeting of the Board of Directors shall at least contain:

- (1) date and place of the meeting;
- (2) duration of the meeting;
- (3) reasons and details of the matter(s) to be discussed; and
- (4) date of issuance of notice.

Article 120 Meeting of the Board of Directors may be held only if more than half of the directors are present.

Each Director shall have one vote during the voting on resolutions of the Board of Directors. Unless otherwise required by laws, administrative regulations and the Articles of Association, resolutions of the Board of Directors shall be passed by more than half of all Directors.

No director, who has relation/connection with the enterprise involved in a resolution submitted to the meeting of the Board of Directors for consideration and voting, may exercise voting rights over such resolution for his own account or on behalf of other director. Such a meeting of the Board of Directors may be held in the presence of a majority of the non-related/non-connected directors and a resolution passed at a meeting of the Board of Directors shall require the approval of a majority of the non-related/non-connected directors. If the number of non-related/non-connected directors attending the meeting of the Board of Directors is less than 3, the issue shall be submitted to the ~~General Meeting~~ shareholders meeting for consideration.

Article 121 Voting at meetings of the Board of Directors shall be conducted by disclosed ballot or show of hands.

Meetings of the Board of Directors may be held and voting thereat can be conducted by physical meeting, or means of communication, or a combination of both.

Subject to full expression of opinions by the directors, an extraordinary meeting of the Board of Directors may be held and adopt resolution by circulation of a written resolution or otherwise, and the present directors shall sign on the resolution documents.

Article 122 The Directors shall attend in person the meetings of the Board of Directors. Where any Director is unable to attend the meeting for a certain reason, he/she may appoint other directors in writing to attend on their behalf, by a form of proxy which shall state the name of proxy, agency matters, and scope and term of authority, and shall be signed or sealed by the appointing director.

A Director appointed as a representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a meeting of the Board of Directors, and has not appointed a representative to attend such meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 123 The Board of Directors shall prepare minutes regarding the resolutions on the matters discussed at the meeting, and all directors attending the meeting and the recorder shall sign on such minutes.

If a resolution of the Board of Directors violates law, administrative regulations or the Articles of Association, and the Company suffers serious losses as a result thereof, the Directors who participated in the passing of such resolution shall compensate the Company therefor. However, if it can be proven that a Director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such Director shall be released from such liability.

The minutes of the meeting of the Board of Directors shall be kept as archives of the Company for at least ten (10) years.

Article 124 The minutes of the meetings of the Board of Directors shall contain:

- (1) the date and place of the meeting and the name of the convener;
- (2) the names of the directors present and the names of those directors (proxies) who are appointed by others to attend the meeting of the Board of Directors;
- (3) the agenda of the meeting;

- (4) speech points of the directors;
- (5) voting method and results for each resolution (the voting result shall specify the number of votes for and against the proposal or abstention); and
- (6) other matters that the attending directors consider necessary.

Chapter 6 The General Manager and Other Senior Management of the Company

Article 125 The Company shall have one General Manager, who will be appointed or removed by the Board of Directors.

The Company shall have several Deputy General Managers, who will be employed or dismissed by the Board of Directors.

The General Manager, Deputy General Managers, Secretary to the Board of Directors, CFO and other managerial personnel employed by the Board of Directors other than the Representative of Securities Affairs, shall be senior management of the Company.

Article 126 The circumstances set forth in Article 96 hereof whereby a person is prohibited from acting as a director shall also apply to senior management.

The loyalty duty of directors as provided in Article 98 hereof and the diligence duty as provide in Paragraphs (4) to (6) of Article 99 hereof shall also apply to senior management.

Article 127 Persons who hold administrative positions other than director and supervisor in the controlling shareholder of the Company shall not serve as senior management of the Company.

The senior management of the Company shall only receive salaries from the Company, instead of being paid by the controlling shareholders on behalf of the Company.

No financial personnel of the Company shall work part-time in the controlling shareholder, actual controllers and other enterprises controlled by them.

Article 128 The tenure of the General Manager shall be three years. Upon expiry of the tenure, the General Manager may be re-appointed.

Article 129 The General Manager shall be accountable to the Board of Directors and exercise the following duties and powers:

- (1) to lead the production, operation and management work of the Company and to organize the implementation of resolutions of the Board of Directors, and report his work to the Board of Directors;
- (2) to organize the implementation of the annual operation plans and investment plans of the Company;
- (3) to draft the plans for the set-up of the internal management bodies of the Company;
- (4) to draft the basic management policies of the Company;
- (5) to formulate the specific rules and regulations for the Company;
- (6) to propose the hiring or dismissal of the Deputy General Managers, the CFO or other senior management of the Company;
- (7) to hire or dismiss responsible managerial personnel other than those who shall be hired or dismissed by the Board of Directors;
- (8) other powers granted herein or delegated by the Board of Directors.

Article 130 The General Manager of the Company may attend the meetings of the Board of Directors without voting powers.

Article 131 The General Manager shall formulate work rules of the General Manager, which shall be implemented after approval by the Board of Directors.

Article 132 The work rules of the General Manager shall contain:

- (1) the conditions and procedures for convention of and participants of the meeting of General Manager;
- (2) the respective specific duties and division of labor of the General Manager and other senior management;
- (3) the application of funds and assets of the Company, the power to execute material contracts and the system of reporting to the Board of Directors and the Supervisory Committee; and

- (4) other matters as may be deemed necessary by the Board of Directors.

Article 133 The General Manager may resign before expiry of his tenure. The specific procedures and methods for resignation by the General Manager shall be subject to the labor contract between the General Manager and the Company.

Article 134 The Deputy General Manager of the Company shall be nominated by the General Manager and decided by the Board, and shall help the General Manager with corporate affairs.

Article 135 The Company shall have a Secretary to the Board of Directors who will be responsible for the preparation of the ~~General Meetings~~shareholders meetings and the meetings of the Board of Directors, document retention and the management of information of shareholders of the Company, and the handling of information disclosure. The Secretary to the Board of Directors shall comply with laws, administrative regulations, departmental rules and these Articles.

The Secretary to the Board of Directors of the Company must be a natural person with required professional knowledge and experience, who will be nominated by the Chairman, and appointed or removed by decision of the Board of Directors after the review by the Nomination Committee of the Board of Directors.

Article 136 Senior management who violate the laws, administrative regulations, departmental rules or these Articles when performing their duties for the Company, which causes losses to the Company, shall be liable for compensation.

Article 137 Senior management of the Company shall dutifully perform their duties and safeguard the best interests of the Company and all shareholders. Any senior management of the Company who causes any damage to the interests of the Company and shareholders of public shares due to his failure to dutifully perform his duties or breach of fiduciary duty shall be liable for compensation according to laws.

Chapter 7 Supervisory Committee

Section 1 Supervisors

Article 138 The circumstances set forth in Article 9 6 hereof whereby a person is prohibited from acting as a director shall also apply to supervisors.

No director, General Manager or other senior management may concurrently hold office as supervisors.

Article 139 Supervisors shall comply with the laws, administrative regulations and these Articles, and assume the loyalty duty and the diligence duty to the Company, and shall not take advantage of their positions to take bribery or other illegal gains or embezzle the assets of the Company.

Article 140 The tenure of supervisors shall be three (3) years. Upon expiry of the tenure, a supervisor may be re-elected.

Article 141 Where no new supervisor is timely elected when the tenure of a supervisor expires, or where any supervisor resigns during his tenure which leads to the number of members of the Supervisory Committee is below the quorum, then, before the new supervisor takes office, the original supervisor shall still perform his supervisor duties in accordance with the provisions of the laws, administrative regulations and these Articles.

Article 142 Supervisors shall ensure the information disclosed by the Company is authentic, accurate and complete, and sign on written confirmation opinions of the regular reports.

Article 143 Supervisors may attend the meeting of the Board of Directors without voting rights, and make inquiries or suggestions on matters to be resolved by the Board of Directors.

Article 144 No supervisor may take advantage of his relation/connection to damage the interests of the Company. In case of any loss to the Company caused thereby, such supervisor shall be liable for compensation.

Article 145 Supervisors who violate the laws, administrative regulations, departmental rules or these Articles when performing their duties for the Company, which causes losses to the Company, shall be liable for compensation.

Section 2 Supervisory Committee

Article 146 The Company shall have a Supervisory Committee.

The Supervisory Committee shall consist of three (3) supervisors, including two shareholder's representatives and one employees' representative. The Supervisory Committee has one chairman.

Appointment or removal of the chairman of the Supervisory Committee shall be approved by affirmative votes of more than two members of Supervisory Committee. The chairman of the Supervisory Committee shall convene and preside over the meeting of the Supervisory Committee; where the chairman of the Supervisory Committee is unable or fails to perform his duties, a supervisor jointly selected by a ~~majority~~ more than one half of vote of supervisors shall convene and preside over the meeting of the Supervisory Committee.

The Supervisory Committee shall include shareholder's representatives and employees' representatives of the Company of an appropriate proportion, among which, the proportion of the employees' representative supervisors shall not fall below one-third of the total number of the members of the Supervisory Committee. Supervisors in the Supervisory Committee who are not employees' representatives shall be elected and removed at the ~~General Meeting~~ shareholders meeting while employees' representative supervisors shall be elected and removed at the employee representative congress or the assembly of staff or otherwise democratically.

Article 147

The Supervisory Committee shall be accountable to the ~~Shareholders' general~~ shareholders meeting, and exercise the following functions and powers:

- (1) to inspect the financial affairs of the Company;
- (2) to supervise fulfillment by the directors and senior management of their respective duties in the Company and propose the ~~removal~~ dismissal of any director or senior management who violates any laws, administrative regulations, these Articles or resolutions of the ~~General Meeting~~ shareholders meeting;
- (3) to require the Directors, general manager and other senior management of the Company to correct an act which is harmful to the interests of the Company;
- (4) to propose the convention of an extraordinary General Meeting, and convene and preside over the ~~General Meeting~~ shareholders meeting when the Board of Directors does not perform its duties to convene and preside over the General Meeting as provided in the Company Law;
- (5) to make proposals to the ~~General Meeting~~ shareholders meeting;

- (6) to examine and put forward written examination opinions on the regular reports of the Company prepared by the Board of Directors;
- (7) to initiate any action against a director or senior management in accordance with Article 151~~89~~ of the Company Law;
- (8) to conduct investigation against any unusual circumstances in the Company's operations; if necessary, to engage an accounting firm, law firm or other professional agency to assist in its work at the costs of the Company;
- (9) to exercise other functions and powers as specified by the laws, administrative regulations and the Articles of Association.

Article 148 The meetings of the Supervisory Committee shall include regular meetings and extraordinary meetings. The Supervisory Committee shall hold one regular meeting every six months and at least two regular meetings every year. Regular meetings shall be convened by the chairman of the Supervisory Committee. A supervisor may propose to convene an extraordinary Supervisory Committee meeting.

For convening the regular meetings and extraordinary meetings of the Supervisory Committee, the meeting notice shall be given to all supervisors 10 days and 3 days in advance respectively. The time limit restriction set forth in the preceding paragraph shall not apply to the giving of meeting notice in case of urgent situation which requires the convention of an extraordinary meeting of the Supervisory Committee as soon as possible.

Meetings of the Supervisory Committee shall be held at the domicile of the Company as a general rule, and may be held in other places within the territory of China if approved by resolution of the Supervisory Committee.

Article 149 The Supervisory Committee shall formulate the rules of procedures for the Supervisory Committee, specifying the discussion methods and voting procedures of the Supervisory Committee, so as to ensure the working efficiency and scientific decision-making of the Supervisory Committee.

Article 150 The notice of meeting of the Supervisory Committee shall contain:

- (1) the date, place and duration of the meeting;

- (2) reasons and details of the matter(s) to be discussed;
- (3) the issuance date of notice.

Article 151 Meetings of the Supervisory Committee may be held and voting can be conducted by physical meetings or means of communication or a combination of both.

Each supervisor shall have one vote. Supervisors shall attend the Supervisory Committee meetings in person. Where any supervisor cannot attend the meeting of the Supervisory Committee for cause, he may appoint other supervisor in writing to attend on his behalf, by a form of proxy which shall state the name of proxy, agency matters, and scope and term of authority, and shall be signed or sealed by the appointing supervisor. The proxy supervisor present at the meeting shall exercise the rights of supervisor within the scope of authority.

Resolution of the Supervisory Committee shall be adopted by affirmative votes of more than two-thirds (inclusive) of the members of the Supervisory Committee.

The Supervisory Committee shall make minutes for all decisions of the deliberated matters, and all supervisors attending the meeting shall sign on such minutes.

Supervisors may require to record some of their speech made on the meeting as some kind of illustration record. The minutes of the meeting of the Supervisory Committee shall be kept as archives of the Company for at least ten (10) years.

Chapter 8 Financial and Accounting Systems, Distribution of Profits and Audit

Section 1 Financial and Accounting Systems

Article 152 The Company shall formulate its financial and accounting systems in accordance with the laws, administrative regulations and rules of relevant departments of the State.

Any other requirements of the securities regulatory authority at the place where the shares of the Company are listed shall prevail.

- Article 153** The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, and at the same time in compliance with international accounting standards or those of the overseas place where the Shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting standards, such difference shall be stated in the notes to the financial statements. When the Company is to distribute its after-tax profits of a relevant fiscal year, the lower of the after-tax profits as shown in such two financial statements shall prevail.
- Article 154** Interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, and at the same time in compliance with international accounting standards or those of the overseas place where the Shares are listed.
- Article 155** The Company shall publish two financial reports in each accounting year, meaning that the interim financial report shall be published within sixty (60) days after the end of the first six (6) months of the accounting year and the annual financial report shall be published within one hundred and twenty (120) days after the end of the accounting year.
- Such annual, interim reports shall be prepared in accordance with relevant laws, administrative regulations, rules of the securities regulatory authorities and stock exchange of the place where the shares of the Company are listed.
- Article 156** The Company shall have no other accounting books except the statutory accounting books. Its assets shall not be deposited in any accounts opened in the name of any individual.
- Article 157** The Company shall appropriate 10% of the profits to the statutory reserves of the Company when distributing the after-tax profit of the year. Where the cumulative amount of the statutory reserves of the Company has reached more than 50% of registered capital of the Company, such appropriation may stop.
- Where the statutory reserves of the Company are insufficient to cover its losses in previous years, the profits of the year shall be first used to make up such losses before appropriation to statutory reserves as aforesaid.
- Article 158** The Company may, after appropriating after-tax profit to the statutory reserves and upon resolution of the ~~General Meetings~~shareholders meeting, appropriate after-tax profit to discretionary reserve.

The remaining after-tax profits after making up losses and appropriation to reserves shall be distributed to shareholders in proportion to their shareholding percentage, unless distributed otherwise as provided herein.

Where the ~~General Meeting~~shareholders meeting distributes profits to shareholders before making up losses of the Company and appropriating to statutory reserves in breach of the preceding paragraph, shareholders must return the profits so distributed to the Company.

Shares in the Company held by itself are not entitled to profit distribution.

Article 159 Dividends paid by the Company shall not carry any interest except where the Company has failed to pay the dividends to the shareholders on the date on which such dividends become payable.

Article 160 The reserves of the Company shall only be used for the following purposes:

- (1) to make up for losses;
- (2) to expand the Company's production and operation;
- (3) to convert into additional registered capital of the Company.

~~However, no capital reserves~~The discretionary reserve and the statutory reserve shall first be used for in making up the losses of the Company, and for any losses left to be set off, the capital reserve may be utilized in accordance with the provisions.

When the statutory reserve is converted into additional registered capital, the balance of such reserve shall not fall below 25% of the registered capital of the Company before such conversion.

Article 161 Upon decision on the profit distribution plan by the ~~General Meeting~~shareholders meeting of the Company, the Board of Directors of the Company must complete the distribution of dividends (or shares) within two (2) months upon convention of the ~~General Meeting~~shareholders meeting.

Article 162 The profit allocation policy of the Company is specifically as follows:

The Company implements a continuous and stable profit distribution policy, whereby the Company's profit distribution should focus on reasonable investment returns to investors and also take into account the Company's sustainable development. The Board of Directors and the ~~General Meeting~~ shareholders meeting of the Company shall fully listen to the opinions of independent directors and minority shareholders through various channels when deciding on and discussing the profit distribution policy.

The Company may distribute dividends by means of cash, stocks or the combination thereof. The Company shall distribute dividends in cash on a priority basis, and will actively distribute profits by means of cash dividend subject to satisfaction of the capital requirements of the Company for normal operation.

Article 163 The Company shall appoint the receiving agent(s) for holders of the overseas- listed foreign shares. Such receiving agent(s) shall receive dividends which have been declared by the Company and all other amounts which the Company shall pay to the holders of the overseas – listed foreign shares on such shareholders' behalf. Such amounts shall be kept by the receiving agent(s) on such shareholders' behalf pending for paying such amounts to them.

The receiving agents appointed by the Company shall comply with relevant provisions of the laws or the stock exchange where the Shares are listed.

The receiving agents appointed for holders of overseas listed foreign shares listed in Hong Kong Stock Exchange shall each be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

Article 164 Subject to relevant laws, regulations, regulatory documents and relevant regulations of the securities regulatory authority at the place where the shares of the Company are listed, the Company shall have the right to confiscate any unclaimed dividends, provided that such right may only be exercised after the relevant applicable limitation period expires.

Section 2 Internal Audit

- Article 165** The Company implements internal audit system, and is equipped with full- time auditor to conduct internal audit and supervision over the financial payments and receipts and economic activities of the Company.
- Article 166** The internal audit system of the Company and the duties of auditor shall be implemented upon approval by the Board of Directors. The person in charge of audit shall be accountable to the Board of Directors and report to the Board of Directors.

Section 3 Engagement of Accounting Firm

- Article 167** The Company shall engage an accounting firm in compliance with the Securities Law to conduct accounting statements audit, net assets verification and other related consulting services for a term of one year, which may be renewed.
- Article 168** The engagement of the accounting firm by the Company shall be decided by the ~~General Meeting~~shareholders meeting, and the Board of Directors may not appoint the accounting firm until it is decided by the ~~General Meeting~~shareholders meeting.
- Article 169** The Company ensures to provide authentic and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the engaged accounting firm, without withholding, concealment or falsification.
- Article 170** The audit fee of the accounting firm shall be decided by an ordinary resolution made at the ~~General Meeting~~shareholders meeting.
- Article 171** Prior to the removal or the non-reappointment of an accounting firm, a 30-day prior notice of such removal or non-reappointment shall be given to the accounting firm concerned and such firm shall be allowed to present and express its opinions when the ~~General Meeting~~shareholders meeting of the Company is voting on dismissal of the accounting firm.

Where the accounting firm resigns from its post, it shall make clear to the ~~Shareholders' general~~shareholders meeting whether there has been any impropriety on the part of the Company.

**Chapter 9 Merger, Division, Capital Increase, Capital Reduction, Dissolution and
Liquidation****Section 1 Merger, Division, Capital Increase and Capital Reduction**

Article 172 Companies may merge through merger by absorption or through the establishment of a newly merged entity.

A merger by absorption is that a company absorbs another company and the absorbed company is dissolved. A merger by consolidation is more than two companies are consolidated to establish a new company, and the merging parties are dissolved.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution on merger and shall make ~~newspaper announcement~~ an announcement in a newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days after the date of the Company's resolution on merger. Creditors may demand the Company to repay debts or provide corresponding security within 30 days upon receipt of such notice or 45 days from the date of announcement in case of receiving no such notice.

Upon the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

Article 173 When the Company is divided, its assets shall be split accordingly.

In the event of a division of the Company, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution on division and shall make ~~newspaper announcements~~ an announcement in a newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days after the date of the Company's resolution on division.

The companies established upon split shall be jointly and severally liable for the debts of the Company before the split, except as otherwise provided in the writing agreement on debt service entered into between the Company and its creditors before the split.

Article 174 The Company ~~shall~~ must prepare a balance sheet and an inventory of assets when it intends to reduce its registered capital.

The Company shall notify the creditors within ten (10) days upon its resolution on reduction of registered capital and make announcement thereof on ~~the newspaper~~ a newspaper or in the National Enterprise Credit Information Publicity System within thirty (30) days. Creditors may demand the Company to repay debts or provide corresponding security within thirty (30) days upon receipt of such notice or forty-five (45) days from the date of announcement in case of receiving no such notice.

In the event that the Company reduces its registered capital, the number of shares shall be reduced correspondingly according to the proportion of shares held by the shareholders, except for a non-proportional reduction of capital approved by way of a special resolution of the shareholders meeting of the Company, or under any circumstances as otherwise specified by laws and regulations.

The registered capital of the Company upon capital reduction shall not fall below the statutory minimum amount.

If reduction of the registered capital is in violation of the provisions of the Company Law, the shareholders shall return the funds they have received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible directors, supervisors and senior management are liable for compensation.

Article 175

When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the laws. When the Company is dissolved, the Company shall cancel its registration in accordance with the laws. When a new company is established, its establishment shall be registered in accordance with the laws.

In case of increase or reduction of registered capital of the Company, the Company shall legally complete the formalities for change registration with the registration authority of the Company.

Section 2 Dissolution and Liquidation

Article 176 The Company shall be dissolved if:

- (1) where the term of operation expires as stipulated in the Articles of Association or other reasons for dissolution as stipulated in the Articles of Association occur;
- (2) where the ~~general~~ shareholders meeting dissolves the Company with special resolution;
- (3) where dissolution is required for the purpose of merger or division of the Company;
- (4) where the Company is legally declared bankrupt due to its inability to repay the debts as they fall due;
- (5) where the Company is revoked off its business license, ordered to close or canceled according to the laws; or
- (6) where the Company runs into difficulties in operation and management, its continuous existence may cause heavy losses to the Shareholders' interests, and such difficulties may not be dealt with in other ways, the Shareholders holding more than 10% of the total number of Shares carrying voting rights may apply to the court to dissolve the Company.

In the event of occurrence of any cause leading to the dissolution of the Company as stipulated in the preceding paragraph, such dissolution cause shall be published on the National Enterprise Credit Information Publicity System within ten days upon its occurrence.

Article 177 Where the Company is under the circumstance set forth in Item (1) and Item (2) in the preceding paragraph and has not yet distribute its property to its shareholders, the Company may continue its operation by means of amending these Articles.

Any amendment to these Articles according to the preceding paragraph shall be approved by more than two thirds of the voting powers of the shareholders present at the ~~General Meeting~~ shareholders meeting.

Article 178 Where the Company is dissolved in accordance with the provisions of Item (1), (2), (5) or (6) of Article 176 hereof, a liquidation team shall be established within fifteen (15) days upon occurrence of the dissolution cause to start liquidation of the Company, and the directors shall act as the liquidation obligors of the Company. The liquidation team shall consist of directors or any other individuals appointed by the ~~General Meeting~~ shareholders meeting. In the event that no liquidation team is established within such period to carry out liquidation, the creditor(s) may apply to the people's court to designate relevant persons to form a liquidation team to carry out liquidation.

In the event that the Company is dissolved in accordance with the provision set forth in Item (4) of Article 176 hereof, the people's court shall organize the Shareholders, the related authorities and related professionals to form a liquidation team to carry out liquidation pursuant to provisions of relevant laws.

Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 179 The liquidation team shall, within 10 days of its establishment, send notices to creditors, and shall, within 60 days of its establishment, publish an announcement in a newspapers or the National Enterprise Credit Information Publicity System. The creditors shall, within 30 days of receipt of the notice, or for those who have not personally received such notice, within 45 days of the date of announcement, claim their rights to the liquidation team. The liquidation team shall carry out registration of the rights.

In claiming its rights, the creditor shall explain the relevant matters and provide supporting materials in respect thereof. The liquidation team shall carry out registration of the rights.

In the course of claiming of creditor's rights, the liquidation team shall not make any payment to the creditors.

Article 180 The liquidation team shall exercise the following powers during the liquidation:

- (I) to handle the Company's assets and to prepare a balance sheet and an inventory of the assets, respectively;
- (II) to notify creditors through notice or public announcement;

- (III) to deal with the Company's outstanding business related to liquidation;
- (IV) to pay any tax over due as well as tax arising from the process of liquidation;
- (V) to claim credits and pay off debts;
- (VI) to ~~handle~~distribute the Company's remaining assets after its debts have been paid off;
- (VII) to represent the Company in civil lawsuits.

Article 181

After sorting out the assets of the Company and preparing the balance sheet and an inventory of assets, the liquidation team shall formulate a liquidation proposal and present it to the ~~general~~shareholders meeting or the people's court for confirmation.

Any surplus assets of the Company remaining after paying the liquidation fee, wages of the employees, social insurance contributions and statutory compensations as well as the owed taxes and discharging the debts of the Company, shall be distributed to the shareholders in proportion to their shareholding percentage.

The Company shall continue to exist during the liquidation period, but shall not engage in any operation activities that are not related to the liquidation. No allocation shall be made to shareholders until the assets of the Company are discharged in accordance with the provisions set forth in the foregoing paragraph.

Article 182

Where the liquidation team discovers that the assets of the Company are insufficient to pay all debts after sorting out the assets of the Company and preparing the balance sheet and an inventory of assets, it shall legally apply to the people's court to declare insolvency.

After the Company is declared insolvent by ruling of the people's court, the liquidation team shall transfer matters arising from the liquidation to the bankruptcy administrator appointed by the people's court.

Article 183 Following the completion of liquidation of the Company, the liquidation team shall prepare and send a liquidation report to the ~~General Meeting~~shareholders meeting or the people's court for confirmation, and then submit the same to the registration authority of the Company to apply for cancellation of registration of the Company and publish an announcement relating to the termination of the Company.

Article 184 Members of the liquidation team ~~shall faithfully~~who perform their liquidation duties and carry out~~have to fulfill~~ their ~~liquidation obligations in accordance with the laws~~duties of loyalty and duties of diligence.

~~No members of the liquidation team may take any bribery or other illegal income or embezzle the assets of the Company by taking advantage of their position.~~

Where the members of the liquidation team fail to perform their liquidation duties as a result of their negligence and cause losses to the Company, such members shall be liable for compensation; where the members cause any loss to the Company or the creditors, intentionally or due to gross negligence, such members shall be liable for compensation.

Article 185 Where the Company is legally declared bankrupt, the bankruptcy liquidation shall be carried out in accordance with applicable laws on business bankruptcy.

Chapter 10 Amendments to the Articles of Association

Article 186 The Company may amend the Articles of Association in accordance with the requirements of laws, administrative regulations and the Articles of Association.

Article 187 The Company shall amend these Articles if:

- (1) the matters provided in these Articles conflict with any provision of the amended version of the Company Law or other applicable laws or administrative regulations;
- (2) the situation of the Company changes, which is inconsistent with those stated herein; or
- (3) the ~~General Meeting~~shareholders meeting decides by special resolution to amend these Articles.

Article 188 Where any amendment to these Articles adopted by the resolution of ~~General Meetings~~ shareholders meeting requires approval from the competent authority, such amendment shall be reported to the competent authority for approval; in relation to matters involving the Company's registration, its registration with the authority must also be changed in accordance with the law.

The Board of Directors shall amend these Articles in accordance with the resolution of ~~General Meetings~~ shareholders meeting on amendment of these Articles and the approval opinions of relevant competent authority.

Article 189 Where the amendment to these Articles involves any information required to be disclosed by laws and regulations, announcement shall be made according to the regulations.

Chapter 11 Dispute Resolution

Article 190 The Company complies with the following principles for dispute resolution:

- (I) Any dispute or claim arising between the shareholders of overseas listed foreign shares and the Company; Shareholders of overseas listed foreign Shares and the Directors, Supervisors, general manager or other senior management of the Company; Shareholders of overseas listed foreign Shares and Shareholders of Domestic Shares, in respect of any rights or obligations arising from the Articles of Association, the Company Law and other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted by the abovementioned party for arbitration.

When the aforesaid dispute or claim is submitted for arbitration, the entire claim or dispute shall be referred to arbitration. Those who have a cause of action based on the same facts or who is required in the settlement of the dispute or claim, shall, where such person is the Company or its Shareholder, a Director, Supervisor, general manager and other senior management of the Company, comply with the arbitration.

Disputes relating to the definition of Shareholders and register of members may be resolved without arbitration.

- (II) The claimant may choose for arbitration to be conducted at either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules, or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once the claimant submits a dispute or claim to arbitration, the other party must conduct arbitration at the arbitral body chosen by the claimant.

If a claimant chooses for arbitration to be conducted at the Hong Kong International Arbitration Centre, either party may apply for a hearing to take place in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.

- (III) The PRC laws shall apply to the settlement of disputes or claims arising from item (I) above by way of arbitration; except where otherwise provided by laws or administrative Regulations.
- (IV) The award of the arbitral body shall be final and conclusive and binding on all parties.

Chapter 12 Notice and Announcement

Section 1 Notice

Article 191 A notice of the Company shall be delivered by:

- (1) hand;
- (2) mail;
- (3) facsimile or email;
- (4) publication on the website designated by the Company and the website designated by the stock exchange where the shares of the Company are listed, subject to the compliance with laws, administrative regulations and listing rules of the stock exchange where the shares of the Company are listed;
- (5) public announcements;
- (6) other means agreed in advance between the Company and the recipient or such other approved means as notified to the recipient;

- (7) any other means approved by the regulatory authority of the place where the Shares of the Company are listed or provided in the Articles of Association.

If the notice issued by the Company is given by announcement, then once announced, all relevant personnel shall be deemed to have received the notice. Any other requirements of the securities regulatory authority at the place where the shares of the Company are listed shall prevail.

As far as the manner in which the Company provides or sends corporate communications to shareholders holding overseas listed shares in accordance with the requirements of the HKEX Listing Rules is concerned, the Company may opt to issue the corporate communications in the form of notice specified in Paragraph (4) of this Article, provided that it complies with the relevant requirements of the securities regulatory authority at the place where the Company's shares are listed, in lieu of sending written documents to each shareholder holding overseas listed shares by personal delivery or by postage prepaid mail. The term "corporate communication" above shall mean any document issued or to be issued by the Company for shareholders' reference or action, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), board reports (together with balance sheets and income statements), notices of ~~General Meetings~~ shareholders meetings, circulars and other communication documents.

Article 192 Unless the Articles of Association otherwise requires, the requirements of the preceding article in relation to the manners of notice are applicable to the notices convening ~~Shareholders' general~~ shareholders meetings, Board meetings and meetings of the Supervisory Committee by the Company.

Article 193 For notice served by hand, the receiver shall sign (or seal) on the reply slip with the receiving date as the delivery date; for notice sent by mail, the 48th hour from the date of posting in the post office is the delivery date; for notice sent by fax or email or published on websites, the date of sending or publishing is the delivery date; for notice published by announcement, the first publishing date is the delivery date. Such announcements shall be published in compliance with the requirements of the laws, administrative regulations and the listing rules of the stock exchange where the Company's Shares are listed.

Article 194 If any notice of meeting fails to be given to any person entitled to receive such notice or such person does not receive a notice of meeting due to accidental omission, such meeting and the resolution passed thereat shall not become invalid thereby.

Article 195 In the event that the listing rules of the stock exchange where the Company's Shares are listed require the Company to provide the relevant documents in English version and Chinese version by delivery, mail, distribution, issuance, publishing or other manners, where the Company has made appropriate arrangement to confirm its Shareholders' intent to receive the English version only or the Chinese version only, and within the scope permitted by the applicable laws and regulations and pursuant to the applicable laws and regulations, the Company may (based on the intent stated by the Shareholders) deliver the English version only or the Chinese version only to the relevant Shareholders.

Section 2 Announcement

Article 196 The Company shall issue announcements and disclose information to its shareholders in accordance with laws and regulations. Any announcement to be made to holders of overseas-listed foreign invested shares under these Articles shall also be published in accordance with the method prescribed by the HKEX Listing Rules.

Article 197 The Board of Directors shall have the right to adjust the method of information disclosure by the Company, provided that it shall ensure the adjustment required by the applicable laws, regulations, and rules of the securities regulatory authority and stock exchange at the place where the Company's shares are listed.

Chapter 13 Supplementary Provisions

Article 198 Interpretation

- (1) The term "actual controller" refers to any person who is not a shareholder of the Company but is able to actually direct the actions of the Company by investment relation, agreement or other arrangement.
- (2) The term "connected transaction" shall have the meaning defined in the HKEX Listing Rules.

- (3) Unless otherwise provided in or expressly referred to in the HKEX Listing Rules, the term “transaction” when used herein includes:
- (i) purchase or sale of assets;
 - (ii) making external investment (except for purchasing bank wealth management products);
 - (iii) transferring or acquiring R&D projects;
 - (iv) signing license agreement;
 - (v) provision of guarantee;
 - (vi) lease-in or lease-out of assets;
 - (vii) appointing others or being appointed for management of assets or business;
 - (viii) donating or receiving assets;
 - (ix) restructuring of debts or claims; and
 - (x) providing financial assistance.

The purchase or sale of assets mentioned above excludes the activities relating to the daily operations such as the purchase of raw materials, fuel and energy and the sale of products and merchandise.

- (4) The term “accounting firm” shall have the same meaning as “auditor” referred to in the HKEX Listing Rules.

Article 199 The Board of Directors may formulate bylaws in accordance with the provisions hereof. Bylaws shall not conflict with the provisions of these Articles.

Article 200 The Articles of Association shall be subject to the interpretation of the Board of the Company.

Article 201 These Articles shall be written in Chinese, and in case of any difference between the articles of association in any other language or version and these Articles, the Chinese Articles of Association last approved by and registered with the competent administration for market regulation of the Company shall prevail.

Article 202 For the purposes of these Articles, “more than”, “within” shall include the given figure; while “less than”, “exceed” shall exclude the given figure.

Article 203 Appendices to the Articles of Association include the rules of procedures of the ~~Shareholders’ general~~shareholders meetings, rules of procedures of the Board meetings and rules of procedures of meetings of Supervisory Committee.

Article 204 These Articles shall take effect and be implemented from the date of special resolution approved at the ~~General Meetings~~shareholders meeting of the Company. Since the effective date of these Articles, the original Articles of Association of the Company shall be automatically invalidated.

In order to meet the need of the Company's business development, in accordance with the requirements of relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of Jenscare Scientific Co., Ltd. (the "**Articles of Association**"), the Board intends to propose at the EGM to generally and unconditionally authorize the Board of Directors to repurchase the H Shares. The specific authorization is as follows:

- I. Subject to the restrictions set forth in Items II and III below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to repurchase the H Shares listed on the Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- II. The aggregate nominal amount of H Shares authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period (as defined below) shall not exceed 10% of the number of H Shares (excluding any Treasury Shares) in issue as at the date of the passing of this resolution at the EGM of the Company, respectively;
- III. The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 1. The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 2. The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the "Company Law of the People's Republic of China" and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- IV. Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board be and is hereby authorized to:
 1. Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 2. Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;

3. Open overseas share and capital accounts and carry out the related changes of foreign exchange registration procedures;
 4. Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 5. Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 6. Carry out the cancellation procedures for repurchased H Shares but not held as treasury shares, reducing the registered capital of the Company, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total amount of share capital, share capital structure of the Company, and carry out the relevant statutory registrations and filings procedures in relation to the Articles and handling the procedures for registration and filing at home and abroad;
 7. Execute and handle other documents and matters related to the repurchase of shares; and
 8. Agreeing that the Board authorises any one of Director and his/her authorised persons to handle the above specific matters within the scope of the above authorisation.
- V. For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the general meeting of the Company, until whichever is the earliest of:
1. Upon conclusion of the next annual general meeting of the Company;
 2. The expiration of a period of twelve months following the passing of this resolution at the EGM; or
 3. The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of Shareholders at a general meeting of the Company.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the EGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 106,861,081 Unlisted Shares and 310,306,209 H Shares. Subject to the passing of the special resolutions set out in the EGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the EGM, i.e. being comprised 106,861,081 Unlisted Shares and 310,306,209 H Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the Relevant Period (as defined below), a total of 31,030,620 H Shares, representing approximately 10% of the total number of H Shares in issue and approximately 7.44% of the Company's total issued share capital as at the date of the EGM (excluding any Treasury Shares). The exercise of the Repurchase Mandate is further subject to:

- (i) the obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
- (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the "Company Law of the People's Republic of China" and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

The "**Relevant Period**" means the period from the passing of the resolution at the EGM, until whichever is the earliest of:

- (i) upon conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the EGM; or
- (iii) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that a general authority from the Shareholders to enable the Company to repurchase its H Shares is to maintain stability of the Company's operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders' value, to further improve and refine the long-term incentive and talent retention mechanism, and to ensure the sustainable operations and healthy development of the Company.

3. FUNDING OF SHARE REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from its internal resources (which may include surplus funds (other than the net proceeds raised from the Global Offering) and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

Any repurchase of the H Shares by the Company may only be made either out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of the issuance of new H Shares made for such purpose. The amount of financing required for the Company to purchase or acquire its H Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the H Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such H Shares were purchased or acquired. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2023) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	H Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
August	38.80	32.00
September	44.20	33.25
October	37.75	15.40
November	23.55	15.42
December	22.30	15.50
2024		
January	21.50	13.48
February	14.30	9.93
March	13.70	5.40
April	5.55	3.17
May	5.42	3.86
June	4.25	3.71
July	4.12	3.40
August (up to the Latest Practicable Date)	3.97	2.41

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase H Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The Company confirms that neither this explanatory statement nor the repurchase of H Shares has any unusual features.

7. TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, having taking into account the voting rights held or controlled by the controlling shareholders as at the Latest Practicable Date, the Directors consider that the increase in aggregate control over the voting rights of the controlling shareholders in the event that the Directors exercise the proposed Repurchase Mandate in full would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate.

Further, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange, or otherwise).

Set out below is the full text of the updated Rules of Procedures for the Shareholders Meeting that will be adopted by the Company.

CHAPTER 1 GENERAL PROVISIONS

Article 1 These Rules of Procedures (hereinafter referred to as the “**Rules**”) are formulated, to safeguard the lawful rights and interests of shareholders and creditors of Jenscare Scientific Co., Ltd. (the “**Company**”) and standardize the organization and behavior of the shareholders meeting of the Company, in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “**SSE STAR Listing Rules**”) and other laws, regulations, rules and regulatory documents, and the Articles of Association of Jenscare Scientific Co., Ltd. (the “**Articles of Association**”).

CHAPTER 2 GENERAL PROVISIONS

Article 2 The shareholders meeting shall be the ultimate authority organ of the Company and legally exercise the following powers:

- (1) elect and replace any director who is not an employees’ representative, and determine the remuneration matters in connection with the director;
- (2) elect and replace any supervisor who is not an employees’ representative, and determine the remuneration matters in connection with the supervisor;
- (3) consider and approve reports from the Board of Directors;
- (4) consider and approve reports from the Supervisory Committee;
- (5) consider and approve the profit distribution plan and the loss recovery plan of the Company;
- (6) resolve on increase or reduction of registered capital of the Company;
- (7) resolve on merger, split, dissolution, liquidation or change of corporate form of the Company;
- (8) resolve on the issuance of corporate bonds, corporate restructuring or other public offering of securities of the Company and listing plan thereof;
- (9) resolve on the appointment of, removal of and non-reappointment of an accounting firm by the Company;
- (10) amend the Articles of Association;
- (11) consider a proposal raised by any shareholder or shareholders who hold 1% or more of the total number of voting shares in the Company;
- (12) consider and approve any change in the use of proceeds;

- (13) consider and approve any external guarantee which shall be approved at the shareholders meeting under the Articles of Association;
- (14) consider matters relating to the Company's purchases and disposals of material assets, which account for more than 30% of the latest audited total assets of the Company, within one year;
- (15) consider and approve any significant transactions and related party/connected party transactions that shall be considered and approved at the shareholders meeting under laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (16) consider to approve and amend equity incentive plans and employee stock option plans; and
- (17) consider other matters which shall be resolved at the shareholders meeting under laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

The shareholders meeting may authorize the Board of Directors to decide to issue shares not more than 50% of the issued shares within three years. Nonetheless, non-monetary assets contributed as capital shall be subject to the resolution of the shareholders meeting.

If the Board of Directors decide to issue shares in accordance with the provision of the preceding paragraph, resulting in changes to either the registered capital or the number of issued shares of the Company, amendments to such record as set forth in the Articles of Association does not require a vote at the shareholders meeting.

Article 3 The following external guarantees to be provided by the Company must be considered and approved by the shareholders meeting:

- (1) any single guarantee with an amount exceeding 10% of the latest audited net assets of the Company;
- (2) any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiary exceeds 50% of the latest audited net assets of the Company;
- (3) any guarantee to be provided to a party which has an assets-liability ratio of over 70%;
- (4) any guarantee exceeding 30% of the latest audited total assets of the Company in accordance with the principle of cumulative calculation of the guarantee amount for 12 consecutive months;

- (5) any guarantee provided after the total amount of external guarantees provided by the Company exceeds 30% of the latest audited total assets of the Company;
- (6) any guarantee to be provided to shareholders, the actual controller and their related party/connected parties; and
- (7) such other guarantees as prescribed by laws, regulations, normative documents, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

External guarantees above that should be approved by the shareholders meeting must be considered and approved by the Board of Directors before they are submitted to the shareholders meeting for approval. In addition to the approval of a majority of all directors, guarantees falling into the scope of approval authority of the Board of Directors must also be approved by more than two thirds of the directors present at the meeting of the Board of Directors. Any guarantee specified in Item (4) above which is considered at the shareholders meeting shall be approved by more than two thirds of the voting rights of the shareholders present at the shareholders meeting.

Where the Company provides a guarantee for its wholly-owned subsidiary, or for a holding subsidiary and other shareholders of the holding subsidiary provide a guarantee in the same proportion of their rights and interests, without prejudice to the interests of the Company, application of the provisions of Items (1), (2) and (3) above may be exempted, unless otherwise provided in the Articles of Association. The Company shall summarize and disclose the aforesaid guarantees in its annual report and semi-annual report.

Any guarantee provided by the Company for a related/connected party shall have reasonable business logic, and be disclosed in a timely manner pursuant to the regulatory rules of the place where the shares of the Company are listed and submitted to the shareholders meeting for consideration after consideration and approval by the Board of Directors. A controlling shareholder, actual controller or their related/connected parties shall provide a counter guarantee to any guarantee provided by the Company to such controlling shareholder, actual controller or their related/connected parties.

When considering a proposal of providing guarantee to shareholders, actual controller and their related/connected parties at the shareholders meeting, such shareholders or shareholders controlled by such actual controller shall not vote thereon. Voting shall be approved by more than one half of the voting rights held by other shareholders present at the shareholders meeting.

If the Company provides a guarantee, then the Company shall make prompt disclosure if the guaranteed party fails to fulfill its or his debt repayment obligations within 15 trading days after the maturity of the debt, or the guaranteed party enters into bankruptcy or liquidation or is under other circumstances that seriously affect its or his ability to repay the debt.

Article 4 The definition of significant transaction of the Company and the standard for its submission to the shareholders meeting for consideration, and the applicable exemption of such submission shall be subject to the provisions of relevant laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 5 The shareholders meeting shall include annual general meeting and extraordinary general meeting. The annual general meeting shall be held every year within six (6) months after the end of the last fiscal year.

The Company shall convene an extraordinary general meeting within two (2) months if and after:

- (1) the number of directors is less than two thirds of the number specified in the Company Law or the Articles of Association;
- (2) the unrecovered losses of the Company amount to one-third of its total paid up share capital;
- (3) the shareholder individually or shareholders jointly holding more than 10% shares in the Company requisition to convene;
- (4) the Board of Directors considers it necessary;
- (5) the Supervisory Committee proposes to call for such a meeting; or
- (6) such other circumstances stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 6 The venue of a shareholders meeting of the Company shall be the place where the Company is located or the place specified in the notice of the shareholders meeting.

The shareholders meeting shall set up a venue and be convened by means of physical meeting. The Company shall also provide online voting or other means required by the regulatory rules of the place where the shares of the Company are listed to facilitate shareholders' participation in the shareholders meeting. Shareholders attending the shareholders meeting by the aforesaid means shall be deemed as present.

Once the notice of the shareholders meeting, the venue of the shareholders meeting may not be changed without justifiable reasons. If such change is indeed necessary, the convener shall make announcement at least two (2) working days prior to the scheduled date of the physical meeting and state the reasons.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 7 Where the Company holds a shareholders meeting, it will engage a legal counsel to issue opinions as required by the regulatory rules of the place where the shares of the Company are listed.

CHAPTER 3 CONVENING OF SHAREHOLDERS MEETINGS

Article 8 The shareholders meeting shall be convened by the Board of Directors and presided over by the Chairman. If the Board of Directors is unable or fails to perform the duty of convening the shareholders meeting, the Supervisory Committee shall convene it in time. If the Supervisory Committee does not convene the meeting, any shareholder(s) individually or jointly holding more than 10% of the shares in the Company for more than 90 consecutive days may convene the meeting on their own.

Article 9 Independent directors may propose to the Board of Directors to convene an extraordinary general meeting. For the requisition by any independent director to convene an extraordinary general meeting of shareholders, the Board of Directors shall furnish a written reply stating its consent or dissent to such requisition for convening an extraordinary general meeting within 10 days upon receipt of such requisition, in accordance with the laws, administrative regulations and the Articles of Association.

In the event that the Board of Directors consents to convene an extraordinary general meeting, the notice thereof shall be issued within five days after the passing of a board resolution to that effect. In the event that the Board of Directors dissents to convene an extraordinary general meeting, an explanation shall be given and an announcement shall be made.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 10 The Supervisory Committee shall have the right to requisition in writing to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall furnish a written reply stating its consent or dissent to such requisition for convening an extraordinary general meeting within 10 days upon receipt of such requisition, in accordance with the laws, administrative regulations and the Articles of Association.

In the event that the Board of Directors consents to convene an extraordinary general meeting, a notice of the general meeting shall be issued within five days after passing of a board resolution to that effect; and any change to the original requisition in the said notice shall be subject to the consent of the Supervisory Committee.

In the event that the Board of Directors dissents to convene an extraordinary general meeting or furnishes no reply within 10 days upon receipt of such requisition, it shall be deemed that the Board of Directors is unable or unwilling to perform the duty to convene the general meeting and the Supervisory Committee may on its own convene and preside over the extraordinary general meeting.

Article 11 Shareholder individually or shareholders jointly holding more than 10% shares in the Company may submit a written requisition to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall furnish a written reply stating its consent or dissent to such requisition for the convening of an extraordinary general meeting within 10 days upon receipt of such requisition in accordance with the provisions of the laws, administrative regulations and the Articles of Association.

In the event that the Board of Directors consents to convene an extraordinary general meeting, a notice for convening such general meeting or class meeting shall be given within five days after passing a resolution to that effect; and any change to the original requisition in the said notice shall be subject to the consent of the relevant shareholder or shareholders.

In the event that the Board of Directors dissents to convene an extraordinary general meeting, or furnishes no reply within ten days upon receipt of such requisition, shareholder individually or shareholders jointly holding more than 10% shares in the Company shall be entitled to submit a written requisition to the Supervisory Committee to convene an extraordinary general meeting or class meeting.

In the event that the Supervisory Committee consents to convene an extraordinary general meeting or a class meeting, a notice for convening such general meeting or class meeting shall be given within five days upon receipt of such requisition; and any change to the original proposal in the said notice shall be subject to the consent of the relevant shareholder or shareholders.

In the event that the Supervisory Committee fails to serve any notice of shareholders meeting or a class meeting within the prescribed time, the Supervisory Committee shall be deemed convening and presiding over no shareholders meeting nor class meeting, in which case, shareholder individually or shareholders jointly holding more than 10% shares in the Company for more than 90 consecutive days may independently convene and preside over the shareholders meeting or class meeting.

Article 12 Where the Supervisory Committee or the shareholder or shareholders decide to convene an extraordinary general meeting on its/their own, it/they shall send a written notice to the Board of Directors.

Before announcing any resolution of the shareholders meeting, the shareholder(s) who convene(s) the meeting shall have a shareholding of no less than 10%.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 13 Where a shareholders meeting is convened by the Supervisory Committee or the shareholder or shareholders on its/their own, the Board of Directors and the Secretary to the Board of Directors shall work in a cooperative manner. The Board of Directors shall provide the register of shareholders of the date of record.

Article 14 Where a shareholders meeting is convened by the Supervisory Committee or the shareholder or shareholders on its/their own, the expenses necessary for the shareholders meeting shall be borne by the Company.

CHAPTER 4 PROPOSALS AND NOTICES OF SHAREHOLDERS MEETING

Article 15 The convener of the shareholders meeting shall notify all shareholders by announcement at least 21 days prior to the convention of an annual general meeting, or at least 15 days prior to the convention of an extraordinary general meeting. The Company shall not include the date of convention of meeting into the calculation of starting and ending time.

If the laws, regulations and the securities regulatory authorities of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 16 The content of a proposal shall be within the functions and powers of the shareholders meeting, have definite issues for discussion and specific resolutions, and comply with the relevant provisions of the laws, administrative regulations, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

When the Company holds a shareholders meeting, the Board of Directors, the Supervisory Committee and shareholder individually or shareholders jointly holding more than 1% of the total voting shares in the Company may file a proposal to the Company.

Shareholder individually or shareholders jointly holding more than 1% of the total voting shares in the Company may submit a written temporary proposal to the Company via the convener 10 days prior to the date of the shareholders meeting.

The convener of the shareholders meeting shall serve a supplemental notice of the shareholders meeting within two days after receipt of the temporary proposal, and announce the contents of the said temporary proposal.

Except as provided in the preceding paragraph, the convener shall not revise the proposal set out in the notice of the shareholders meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the shareholders meeting or not complying with the Articles of Association shall not be voted on or resolved at the shareholders meeting.

Article 17 The notice of the shareholders meeting shall contain the following:

- (1) the date, venue and duration of the meeting;
- (2) matters and proposals submitted for consideration at the meeting;
- (3) a clear statement that: each shareholder is entitled to attend the shareholders meeting in person, or appoint one or more proxies who need not be shareholders of the Company, to attend and vote on his/its behalf, or if it is a corporate shareholder, a representative to attend and vote on its behalf at any shareholders meeting; and such corporate shareholder shall be deemed to have attended any meeting in person if it has appointed a representative to do so. The corporate shareholder may have a duly authorized person to sign the proxy form;
- (4) the date of record for the determination of shareholders who are entitled to attend the shareholders meeting;
- (5) name and telephone number of permanent contact person;
- (6) time and procedures for voting online or by other means;
- (7) such other requirements stipulated by laws, administrative regulations, departmental rules, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

The notice and supplementary notice of shareholders meeting shall contain the contents required by the regulatory rules of the place where the shares of the Company are listed and the Articles of Association, and shall fully, completely and accurately disclose and explain on all specific content of all proposals. For the matters proposed to discuss require opinions of the independent directors, such opinions and reasons thereof shall be disclosed together with the notice or supplementary notice of the shareholders meeting.

Where a shareholders meeting will be held online or otherwise, the notice of shareholders meeting shall specify the voting time and procedures online or otherwise.

There shall be no more than 7 working days between the date of record and the date of the meeting. Once confirmed, the date of record shall not be changed.

Article 18 If the election of directors or supervisors is proposed to be discussed at a shareholders meeting, the notice of the meeting shall adequately specify the detailed information on the director or supervisor candidates, which shall at least include:

- (1) personal particulars, including academic qualifications, working experience and concurrent positions;
- (2) whether or not have any relation/connection with the Company, its controlling shareholders or actual controller;
- (3) the number of shares of the Company held by such candidate;
- (4) whether such candidates have ever been punished by the CSRC and other relevant authorities or disciplined by a stock exchange.

Except for electing directors and supervisors by cumulative voting, each candidate for director or supervisor shall be nominated in a separate proposal.

Article 19 Once the notice of shareholders meeting is issued, the meeting shall not be postponed or canceled and proposals contained in the notice shall not be withdrawn, in each case, unless with proper reasons. Once delay or cancellation occurs, the convener shall notify shareholders with explanation at least two working days before the original convening date.

CHAPTER 5 HOLDING OF SHAREHOLDERS MEETING

Article 20 The shareholders meeting shall set up a venue and be convened by means of physical meeting. The Company shall also provide online voting or other means permitted by the regulatory rules of the place where the shares of the Company are listed to facilitate shareholders' participation in the shareholders meetings. Shareholders participating in the shareholders meeting by the said means shall be deemed to have attended the meeting.

Article 21 The Board of Directors and other convener of the Company shall take necessary measures to safeguard the normal order of the shareholders meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.

Article 22 All shareholders whose names appear on the register of shareholders on the date of record or their proxies are entitled to attend the shareholders meeting and exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association. The Company and the convener shall not refuse their attendance for any reason.

Any shareholder who is entitled to attend and vote at the shareholders meeting or class meeting may do so in person or by one or more proxies who need not be shareholders of the Company, or if it is a corporate shareholder, appoint a representative to attend and vote on its behalf, at any shareholders meeting; and such corporate shareholder shall be deemed to have attended in person if it has appointed a representative to attend any meeting. The corporate shareholder may have a duly authorized person sign the proxy form.

The clearing house shall be entitled to appoint a proxy or company representative to attend any shareholders meeting of the issuer, who shall have the same legal rights as other shareholders, including the right to speak and vote.

Article 23 Individual shareholders who attend the meeting in person shall show their own identity cards, or other valid documents or certificates to show their identity. The proxy appointed by shareholders to attend the meeting shall provide his/her identity card and the form of proxy of the shareholder.

Corporate shareholder shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he shall present his identification card and valid proof that can prove his qualification as legal representative; and where he appoints a proxy to attend the meeting, the proxy shall present his own identification card, and the written power of attorney legally issued by the legal representative of the corporate shareholder.

Article 24 The form of proxy issued by the shareholder appointing his or her proxy to attend the shareholders meeting shall state:

- (1) name of the proxy;
- (2) whether or not the proxy has any voting right;
- (3) instruction to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders meeting;
- (4) the date of issue and validity period of the form of proxy;
- (5) the signature (or seal) of the appointer. If the appointer is a corporate shareholder, the form of proxy shall be affixed with the common seal of such corporate shareholder or signed by its director or duly authorized attorney.

Article 25 The form of proxy shall indicate whether the proxy can vote in his own discretion if the appointing shareholder makes no specific instructions.

Article 26 Where such form of proxy is signed by a person authorized by the appointer, that power of attorney or other authorization document shall be notarized. A notarized copy of that power of attorney or other authorization document together with the form of proxy shall be deposited at the Company's domicile or such other place as specified in the notice of the meeting.

If the appointer is a corporate shareholder, the legal representative or such person who is authorized by the resolution of its Board of Directors or other governing body to act as its representative may attend the shareholders meeting of the Company.

Besides, where such shareholder is a recognized clearing house or its nominee, the clearing house shall be entitled to appoint a proxy or company representative to act on its behalf at any shareholders meeting, meeting of creditors or class meetings, provided in the event of more than one person are authorized, the power of attorney shall specify the number and class of shares represented by each person so authorized. Any person or company representative so authorized shall have the same legal rights as other shareholders, including the right to speak and vote.

Article 27 The Company shall be responsible for preparing a register of attendees of the meeting. Such register shall specify information such as the name, identity card number, residential address of, number of voting shares held or represented by, the persons (or organizations) attending the meeting, and name of the persons (or organizations) represented.

Article 28 The convener and the counsel engaged by the Company shall jointly verify the legality of the shareholders' qualifications in accordance with the register of shareholders provided by the securities depository and clearing institution, and register the name of the shareholders and the number of their voting shares. The registration process shall end before the presider of the meeting announces on site the number of shareholders and proxies that attend the meeting, and the total number of their voting shares.

Article 29 When a shareholders meeting is held, all directors, supervisors and Secretary to the Board of Directors of the Company shall attend the meeting, and the General Manager and other senior management shall also be present at the meeting.

Article 30 A shareholders meeting shall be convened by the Board of Directors and presided over by the Chairman of the Board of Directors. Where the Chairman of the Board of Directors is unable or fails to perform his duties, a director jointly elected by more than one half of the directors shall preside over the meeting.

For a shareholders meeting convened by the Supervisory Committee on its own, the Chairman of the Supervisory Committee shall preside over the meeting. Where the Chairman of the Supervisory Committee cannot perform his duties or fails to perform his duties, a supervisor jointly selected by more than one half of the supervisors shall preside over the meeting.

For a shareholders meeting convened by shareholder(s) on its/their own, the convener(s) shall select a representative to preside over the meeting.

When a shareholders meeting is held and the presider violates these Rules of Procedures to cause the shareholders meeting impossible to continue, then upon consent of the shareholders with a majority of the voting rights present at the meeting, a person may be elected at the shareholders meeting to act as the presider to continue the meeting.

Article 31 At an annual general meeting, the Board of Directors and the Supervisory Committee shall report to the general meeting their work in the last year. Each of the independent directors shall also report their work.

Article 32 Directors, supervisors and senior management shall provide explanation and clarification to the inquiries raised by the shareholders at the general meeting.

Article 33 The presider of the meeting shall announce the number of attending shareholders and proxies and the total number of their voting shares before voting, each of which shall be subject to the registration of the meeting.

Article 34 The shareholders meetings shall have meeting minutes, which shall be recorded by the Secretary to the Board of Directors, and shall contain:

- (1) the date, venue and agenda of the meeting, and the name of the convener;
- (2) the names of the presider and the directors, supervisors, General Manager and other senior management attending or present at the meeting with or without voting rights;
- (3) the number of attending shareholders and proxies, and the total number of their voting shares and their percentage in the total number of shares of the Company;
- (4) the consideration process of each proposal, summaries of the speeches and the voting result;
- (5) details of the inquiries or recommendations of the shareholders, and the corresponding answers or explanations;
- (6) the name of the counsel(s), vote counter(s) and scrutineer(s);
- (7) such other content that shall be recorded in the minutes according to the Articles of Association.

Article 35 The convener shall guarantee the authenticity, accuracy and completeness of the content of the minutes of the meeting. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes, and ensure that the minutes are truthful, accurate and complete. The meeting minutes and the signed attendance record of the shareholders who attended in person, the forms of proxy for the proxies present at the meeting and valid materials in case of voting online or otherwise shall be kept together for at least 10 years.

Article 36 The convener shall ensure that the shareholders meeting continues until ultimate resolutions are formed. Where the shareholders meeting is suspended or unable to adopt resolution due to force majeure or other special reasons, necessary measures shall be taken to resume the shareholders meeting as soon as possible or directly terminate the shareholders meeting concerned, and make timely announcement to that effect. Meanwhile, the convener shall report the same to the local counterpart of China Securities Regulatory Commission at the place where the Company is located and the corresponding stock exchange.

CHAPTER 6 VOTING PROCEDURES AND RESOLUTIONS OF SHAREHOLDERS MEETING

Article 37 Resolutions of shareholders meeting shall include ordinary resolutions and special resolutions.

Any ordinary resolution made at the shareholders meeting shall be adopted by the affirmative vote of more than one half of the voting rights held by the shareholders (including proxies) present at the meeting.

Any special resolution made at the shareholders meeting shall be adopted by the affirmative vote of more than two thirds of the voting rights held by the shareholders attending the shareholders meeting (including proxies) present at the meeting.

Article 38 Shareholders shall have the right to (1) speak at the shareholders meetings and (2) vote at the shareholders meetings, unless individual shareholders are required to abstain from voting on individual matters as required by the listing rules of the stock exchange on which the Company's shares are listed. Shareholders (including their proxies) shall, when voting at the shareholders meetings, exercise their voting rights in accordance with the number of voting shares they represent, and each share shall have one vote.

The shares of the Company held by itself shall have no voting rights and shall not be counted in the total number of voting shares present at the shareholders meeting.

When material issues affecting the interests of minority investors are considered at a shareholders meeting, the votes of minority investors shall be counted separately. The separate votes counting results shall be disclosed in a timely manner to the public.

Where a shareholder purchases voting shares of the Company in violation of Paragraph 1 or 2 of Article 63 of the Securities Law, then within thirty-six (36) months after such purchase, the voting rights attached to such shares in excess of the prescribed percentage shall not be exercised, and such shares shall not be included in the total number of voting shares present at the shareholders meeting.

The Board of Directors, the independent director, the shareholder(s) holding more than one hundredth of the voting shares of the Company, or any investor protection institution established in accordance with the laws, administrative regulations, or rules of the CSRC may solicit proxies from shareholders of the Company. In case of solicitation of proxies from shareholders, specific voting intention and other information shall be fully disclosed to the shareholders whose proxies are solicited. Solicitation of proxies from shareholders for compensation or disguised compensation is prohibited. The Company may not propose any minimum shareholding restriction on proxy solicitation, except the statutory conditions.

Article 39 Unless the resolutions on relevant procedures of a shareholders meeting or administrative matters which can be decided by the presider of the meeting in the spirit of honesty and credibility and shall be voted on by show of hands, voting at a shareholders meeting shall be made by disclosed ballot. Such procedures and administrative matters shall:

- (1) not be contained in the agenda of the shareholders meeting or in any supplementary circular to shareholders; and
- (2) involve the duty of the presider of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be transacted in a more proper and efficient manner, while giving all shareholders a reasonable opportunity to express their views.

Article 40 The following matters shall be approved by ordinary resolution at a shareholders meeting:

- (1) report on the work of the Board of Directors and the Supervisory Committee;
- (2) profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (3) appointment and removal of members of the Board of Directors and the Supervisory Committee, their remuneration and method of payment;
- (4) annual report of the Company;
- (5) appointment and removal of the accounting firm, its remuneration and method of payment; and
- (6) any matters not otherwise required by the laws, administrative regulations, regulatory rules of the place where the shares of the Company are listed or the Articles of Association to be approved by special resolution.

Article 41 The following matters shall be approved by special resolution at a shareholders meeting:

- (1) increase or reduction of the registered capital of the Company and issuance of any type of shares, options and other similar types of securities;
- (2) spin-off, split, merger, dissolution, or liquidation of the Company;
- (3) amendment to the Articles of Association of the Company;
- (4) purchase or sale of material assets or provision of guarantee, by the Company, with a value exceeding 30% of the latest audited total assets of the Company;
- (5) formulation and amendment of share incentive plans;
- (6) vary or abrogate the rights conferred on the shareholders;
- (7) other matters as stipulated by the laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed or the Articles of Association, and matters determined by the shareholders meeting by ordinary resolution to have material effect on the Company and necessary for approval by special resolution.

Article 42 When the shareholders meeting reviews matters relating to related party/connected transactions, the related/connected shareholders and their close associates shall not participate in voting by ballot and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes. The announcement of the shareholders meeting resolutions shall fully disclose the votes by non-related parties/non-connected persons.

Before the shareholders meeting reviews matters relating to related party/connected transactions, the Company shall determine the scope of related/connected shareholders in accordance with relevant laws, regulations and regulatory documents. Related parties/connected persons or their authorized representatives may attend the shareholders meeting, and may clarify their views to the shareholders in accordance with the procedures of the meeting, but they shall abstain from voting by ballot.

Where the shareholders meeting reviews matters relating to related party/connected transactions, related/connected shareholders shall abstain from voting. If related/connected shareholders fail to abstain from voting, other shareholders attending the meeting shall have the right to request them to do so. After related/connected shareholders have abstained from voting, other shareholders shall vote according to their voting rights and pass the corresponding resolutions in accordance with the provisions of the Articles of Association and rules herein. The presider of the meeting shall announce the number of shareholders and proxies present at the meeting except related/connected persons and the total number of their voting shares.

No resolution made at the shareholders meeting on matters relating to related party/connected transactions shall be passed unless approved by more than one half of the votes cast by the non-related/non-connected shareholders attending the shareholders meeting. However, when the related party/connected transaction involves matters that need to be approved by special resolution as stipulated in the Articles of Association and rules herein, the resolution of the shareholders meeting shall not be passed unless approved by more than 2/3 of the voting rights held by the non-related/connected shareholders attending the shareholders meeting.

If a related party/connected party or its/his associate participates in voting by ballot in violation of the provisions of this Article, the voting on matters relating to related party/connected transaction shall be invalid.

Article 43 Except that the Company is in crisis or under other exceptional cases, without the approval by special resolution of the shareholders meeting, the Company shall not enter into contract with any person other than the directors, managers or other senior management to hand over the administration of all or material business of the Company to such person.

Article 44 The list of director or supervisor candidates shall be submitted as proposal to the shareholders meeting for voting.

Cumulative voting system may be implemented when the shareholders meeting votes for the election of the directors and supervisors in accordance with the provisions of these Articles or the resolution of the shareholders meeting.

The cumulative voting stated in the preceding paragraph refers to that when the shareholders meeting elects directors or supervisors, every share has votes as many as the number of the directors or supervisors to be elected, and a shareholder may cast all its/his votes for a single candidate. The Board of Directors shall announce the resumes and basic information of the director and supervisor candidates to the shareholders.

Article 45 Except for the cumulative voting system, the shareholders meeting shall vote on all proposals one by one. In the event that there are different proposals on the same matter, such proposals will be voted on in chronological order according to the time of submission. Unless the shareholders meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the shareholders meeting.

Article 46 When a proposal is submitted to the shareholders meeting for discussion, no revision to such proposal shall be made; otherwise, any relevant change will be deemed as a new proposal, which may not be voted at such shareholders meeting.

Article 47 A voting right shall be exercised by physical voting, online voting or otherwise. The first voting result shall prevail over repetitious votes for the same voting right.

Article 48 Before voting on the proposal, the shareholders meeting shall elect two shareholders' representatives to participate in the counting and supervision of votes. For the related party/connected shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.

When proposals are voted on at the shareholders meeting, the shareholders' representative, the supervisors' representative and other relevant persons appointed according to the regulatory rules of the place where the shares of the Company are listed shall be jointly responsible for the counting and scrutinizing of the ballots according to the regulatory rules of the place where the shares of the Company are listed, and the voting results on resolution shall be announced on site, and recorded in the minutes.

The shareholders of the Company or their proxies who vote online or otherwise shall be entitled to check and verify their own votes through relevant voting systems.

Article 49 Onsite voting at the shareholders meeting shall not be closed earlier than voting online or otherwise. The presider of the meeting shall declare the voting information and result of each proposal and declare whether the proposal is passed or not according to the voting result.

Prior to formal announcement of voting result, the Company, vote counter, scrutineer, substantial shareholders, online service provider and other parties involved in onsite voting, online voting or voting by other means at the shareholders meeting are obliged to keep confidential the voting information.

Article 50 Shareholders attending the shareholders meeting shall express one of the three opinions on the proposal tabled for voting: "For", "Against", and "Abstain", except that the securities depository and clearing institution as the nominal holder of Stock Connect stocks makes declaration based on the declaration of intention of the actual controller.

If the ballot paper is left blank, incorrectly filled in or illegible or not cast, the voter is deemed to have abstained from voting and the voting result of the corresponding voting shares shall be "abstention".

If, under the listing rules of stock exchange on which the shares of the Company are listed, any shareholder is required to abstain from voting on or restricted to vote for or against any individual resolution, any vote cast by such shareholder (or its/his proxy) in violation of such requirement or restriction shall not be counted in the voting results.

Article 51 The presider of the meeting may organize recount of votes if he or she has any doubt about the submitted voting result; if the presider of the meeting does not count votes and attending shareholders or proxies disagree with the result declared by the presider, such shareholders or proxies may require recount immediately following the declaration of the voting result, in which case the presider of the meeting shall immediately organize counting of votes.

Article 52 Resolutions of the shareholders meeting shall be announced in due time according to the relevant laws, regulations, departmental rules, regulatory documents, regulatory rules of the place where the shares of the Company are listed or the Articles of Association. The announcement shall specify the number of attending shareholders and proxies, the total number of voting shares they represent and the proportion of such shares to the total number of the voting shares of the Company, the total number of shares required to abstain from voting in the concurring votes and/or voting as requested by the regulatory rules of the place where the shares of the Company are listed (as specific to certain proposals, if any), whether the shareholder who is required to abstain from voting has given up the voting right, the voting method, the voting result of each resolution and the details of each of the resolutions passed.

The Company as a company issuing foreign invested shares listed domestically shall make separate statistics and announcement on the attendance of and votes at the meeting by the holders of domestic shares and holders of foreign invested shares.

Article 53 Proposals not adopted or resolutions of the former shareholders meeting changed in this shareholders meeting shall be specially pointed out in the announcement of resolution of the shareholders meeting.

Article 54 Where a proposal on election of directors or supervisors is passed at the shareholders meeting, the new directors and supervisors shall take office from the date on which the resolution of the shareholders meeting is passed.

Article 55 Where a proposal on distribution of cash dividend, bonus share or capital increase from conversion of capital surplus is passed at a shareholders meeting, the Company shall implement the specific proposal within two (2) months after the shareholders meeting ends.

Article 56 The resolution of the shareholders meeting is invalid if it violates laws and administrative regulations.

Where the procedures for convening of and voting at shareholders meetings are in violation of laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, shareholders are entitled to request the People's Court to revoke such resolutions within 60 days from the date they are made. Nonetheless, the aforesaid provision is not applicable to any minor irregularities in the procedures for convening, or the voting method used at a shareholders meeting, which substantially affect the resolution.

Shareholders who are not notified to participate in the shareholders' meeting may, within 60 days from the date when they know or should have known that the resolution of the shareholders meeting have been made, file a request before the people's court to revoke such resolution; the right of revocation shall lapse if such right is not exercised within one year from the date on which the resolution is made.

**CHAPTER 7 THE AUTHORIZATION CONFERRED BY
THE SHAREHOLDERS MEETING ON THE BOARD OF DIRECTORS**

Article 57 Subject to the laws and regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association, the Board of Directors can be authorized by the resolution passed by the shareholders meeting.

Article 58 Matters which, in accordance with laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed or the provisions of the Articles of Association, shall be approved at a shareholders meeting, shall be deliberated by the shareholders meeting to ensure the decision-making power of the shareholders of the Company thereon. Under necessary, reasonable and legal circumstances, the shareholders meeting may authorize the Board of Directors to determine specific matters which cannot or is unnecessary to be decided upon immediately at such shareholders meeting.

For authorization conferred by the shareholders meeting on the Board of Directors, if it is for an ordinary resolution, it shall be approved by a majority of the voting rights held by the shareholders (including proxies) present at the meeting. If it is for a special resolution, it shall be approved by two-thirds of the voting rights held by the shareholders (including proxies) present at the meeting. The authorization should be clear and specific.

When deciding on matters so authorized, the Board of Directors shall discuss and demonstrate the matters thoroughly and may appoint intermediaries to provide advice, if necessary, to ensure scientific and reasonable decision-making on the matters.

**CHAPTER 8 IMPLEMENTATION OF RESOLUTIONS
OF SHAREHOLDERS MEETINGS**

Article 59 The Board of Directors shall make a special report to the shareholders meeting on implementation of the matters that should be handled by the Board of Directors in the resolution of the previous shareholders meeting. In case the resolution of the shareholders meeting fails to be implemented due to special reasons, the Board of Directors shall state the reasons.

CHAPTER 9 SUPPLEMENTARY PROVISIONS

Article 60 In case of any matters not covered herein or in conflict with the provisions of laws, regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, or other normative documents, as promulgated after these Rules come into effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, other normative documents or the said Articles of Association shall prevail.

Article 61 These Rules shall be annexed to the Articles of Association. Unless otherwise stated, all terms used herein shall have the same meaning as those defined in the Articles of Association.

Article 62 These Rules shall take effect and be implemented from the date of the Company's shareholders meeting. The original Rules of Procedures for Shareholders Meetings of the Company shall be automatically invalidated.

Article 63 These Rules shall be interpreted by the Board of Directors.

Set out below is the full text of the updated Rules of Procedures for the Board of Directors that will be adopted by the Company.

CHAPTER 1 GENERAL PROVISIONS

Article 1 These Rules of Procedures (the “**Rules**”) are formulated, to further standardize the discussion methods and decision-making procedures of the Board of Directors (the “**Board**”) of Jenscare Scientific Co., Ltd. (the “**Company**”), promote the directors and the Board to effectively perform their duties, and improve the standard operation and scientific decision-making level of the Board, in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “**SSE STAR Listing Rules**”) and other laws, regulations and regulatory documents, and the Articles of Association of Jenscare Scientific Co., Ltd. (the “**Articles of Association**”).

Article 2 The Company shall have a board of directors pursuant to laws. The members of the Board shall be elected by the shareholders meeting and appointed by the shareholders meeting to take charge of the operation and management of the Company’s corporate property, who shall be the decision-making center of the Company and accountable to the shareholders meeting.

Article 3 The Board shall consist of 9 directors, and have one Chairman who shall be elected by a majority vote of all directors of the Board. There shall be three independent members in the Board of the Company, and at least one of them is an accounting professional (who shall be a person with senior job title or certified public accountant qualification).

Article 4 The Board of the Company has established the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee. These special committees shall be accountable to the Board, and fulfill their duties according to the Articles of Association and within the scope of delegation by the Board, submit proposals to the Board for consideration and decision. All members of the special committees shall be directors, among which, more than half of the members of Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee shall be independent directors, who shall act as convener (and chairperson) of the meetings thereof. All members of the Audit Committee shall be non-executive directors or independent directors, at least one of whom shall hold appropriate professional qualifications provided in the HKEX Listing Rules or have appropriate accounting or relevant financial management expertise. The convener (and chairperson) of the Audit Committee shall be accounting professional. The Board of Directors shall be responsible for formulating the work rules for special committees, and regulating the operation of special committees.

Article 5 The Board of the Company shall make explanations to the shareholders meeting with respect to the modified audit opinions issued by the engaged certified public accountant(s) for the financial report of the Company.

Article 6 The Board shall be accountable to the shareholders meeting and exercise the following duties and powers:

- (1) to convene shareholders meetings and report its work to the shareholders meeting;
- (2) to implement resolutions of the shareholders meeting;
- (3) to determine the business and investment plans of the Company;
- (4) to prepare the annual financial budget and final accounts of the Company;
- (5) to prepare the profit distribution plan and the loss recovery plan of the Company;
- (6) to prepare plans on increase or reduction of registered capital of the Company, issuance of bonds or other securities, and listing of the Company;
- (7) to formulate plans for material acquisitions, buy-back of shares of the Company, merger, split, dissolution or change of organizational form of the Company;
- (8) to decide on external investment, asset acquisition or disposal, mortgage of assets, external guarantee, entrusted wealth management and related party translations, donations, etc. of the Company, within the scope of delegation by the shareholders meeting;
- (9) to approve matters in relation to investment, acquisition or disposal of assets, financing and related party /connected transactions as required to be decided by the board of directors under the listing rules of the stock exchange where the shares of the Company are listed;
- (10) to decide on the internal management organizations of the Company;
- (11) to decide on the appointment or removal of the General Manager, the Secretary of the Board or other senior management of the Company, and their remuneration, rewards and punishments; to decide on the employment or dismissal of the deputy general manager, CFO, and other senior management of the Company according to the nomination of the General Manager, and their remuneration, rewards and punishments;
- (12) to formulate basic management policies of the Company;
- (13) to formulate amendments to the Articles of Association;
- (14) to manage information disclosures of the Company;
- (15) to propose to the shareholders meeting to engage or replace the accounting firm which provides audit services to the Company;

- (16) to listen to work reports presented by the General Manager of the Company and inspect the work of the General Manager; and
- (17) other duties and powers granted by laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

For the previous resolutions made by the Board, except for Items (6), (7), and (13), and any other items as prescribed by laws, administrative regulations, departmental regulations, any regulatory rules of the place where the shares of the Company are listed and the Articles of Association, which must be approved by more than two thirds of the directors, the rest shall be approved by more than one half of the directors.

Matters beyond the scope of delegation by the shareholders meeting shall be submitted to the shareholders meeting for consideration.

The specific duties and powers of the Board stipulated in the Company Law shall be collectively exercised by the Board, shall not be delegated to others, and shall not be altered or deprived by means of the Articles of Association, resolutions of the shareholders meeting, etc.

For other duties and powers of the Board as stipulated in the Articles of Association, major business and matters shall be subject to approval upon collective decision-making, rather than sole decision by one or several delegated directors.

Article 7 The definition of significant transaction of the Company and the standard for its submission to the Board for consideration, shall be subject to the provisions of relevant laws, administrative regulations, departmental rules, regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 8 The Chairman of the Board shall exercise the following powers and duties:

- (1) to preside over the shareholders meetings, and convene and preside over Board meetings;
- (2) to urge and inspect the implementation of Board resolutions;
- (3) other duties and powers as delegated by the Board or conferred by the regulatory rules of the place where the shares of the Company are listed.

Where the Chairman of the Board is unable to perform his duties, a director jointly selected by more than one half of the directors shall perform such duties.

Article 9 The Chairman of the Board shall convene an extraordinary Board meeting within 10 days if:

- (1) it is requisitioned by more than one-tenth of the shareholders with voting rights;
- (2) it is requisitioned by more than one third of the directors;
- (3) it is requisitioned by half of the independent directors;
- (4) it is requisitioned by the Supervisory Committee;
- (5) the Chairman of the Board considers necessary;
- (6) it is requisitioned by the General Manager; or
- (7) other circumstances as provided in the Articles of Association occur.

Article 10 A Board meeting may be held only if a majority of directors attend the meeting.

The General Manager and the Secretary of the Board shall attend the meeting; supervisors and other senior management may attend the meeting as required.

The Board may invite intermediaries or experts in industry, business, law and finance to attend Board meetings to provide professional input.

Article 11 A director shall attend the Board meetings in person or, by a director proxy appointed in writing under these Rules, if he is unable to attend for cause.

CHAPTER 2 RULES FOR MEETING PROPOSALS

Article 12 Matters to be considered by the Board shall be made in the form of a motion. The Secretary of the Board shall be responsible for collecting, collating and submitting motions to the Board for consideration and resolution.

For the purpose of these Rules, a motion refers to a matter pending for consideration which is formally included in the scope of deliberations of the Board, while a proposal refers to a matter pending for consideration which has been submitted by a proposer, but not yet included in the scope of deliberations of the Board, and the person or entity making the proposal is referred to as the proposer. The content of a proposal shall include but not limited to the name and content of the proposal, necessary demonstration and analysis, etc., and shall be signed or sealed by the proposer.

Article 13 Every motion shall be sent to the Secretary of the Board. The Secretary of the Board shall compile and classify all motions and submit them to the Chairman for examination. If the Chairman considers that the content of a motion is unclear or unspecific or the relevant materials are insufficient, he may request the filer to amend or supplement it.

The content of the motions shall be sent to all directors and to those persons required to attend the meeting together with the notice of the meeting.

Article 14 Where a requisition is made to convene an extraordinary Board meeting in accordance with these Rules, a written requisition signed (or sealed) by the requisitioner shall be submitted through the Secretary of the Board or directly to the Chairman of the Board. The written requisition shall specify the following:

- (1) name of the requisitioner;
- (2) reasons or objective circumstances for the requisition;
- (3) time, duration, venue and form of the requisitioned meeting;
- (4) a clear and specific proposal;
- (5) contacts of the requisitioner and date of the requisition, etc.

Proposals should be on matters within the powers and duties of the Board as set out in the Articles of Association, and documents relating to the proposals should be submitted together with the proposals.

The Secretary of the Board shall, on receipt of the above written requisition and the relevant materials, forward the same to the Chairman on the same day. Where the Chairman considers that the content of the proposal is unclear and unspecific or the relevant materials are insufficient, he may request the requisitioner to make revision or supplement.

Article 15 A proposal to the Board shall meet the following conditions:

- (1) its content is not in conflict with any provision of the laws, regulations or the Articles of Association, and is within the business scope of the Company and the powers and duties of the Board;
- (2) the proposal must be in the interests of the Company and its shareholders;
- (3) the proposal has clear issues and specific matters; and
- (4) the proposal must be submitted in writing.

Article 16 The following persons/organizations may submit proposals to the Board:

- (1) shareholder individually or shareholders collectively holding more than 1% of the total number of voting shares in the Company;
- (2) any director;
- (3) the Supervisory Committee;
- (4) General Manager, other senior management and the Secretary of the Board.

The proposals submitted by proposers set forth in Items (3) and (4) above should be confined to matters within the scope of their respective duties.

Article 17 If, in the course of the Board discussion of a proposal, the directors disagree on certain issue in or part of a proposal, and to the extent that the directors separately vote on the amendment with respect to the issue or the part, the proposal may be amended at the meeting in accordance with the votes.

CHAPTER 3 NOTICE OF MEETINGS AND SIGN-IN RULES

Article 18 The Board meetings shall include regular meetings and extraordinary meetings.

Regular Board meetings shall be held at least four times a year, which shall be convened by the Chairman of the Board, and notified to all directors and supervisors in writing 14 days prior to the date of meeting.

The notice of an extraordinary meeting of the Board of Directors shall be given to all directors and supervisors three days before the meeting. The time limit restriction for meeting notice set forth in the preceding paragraph may not apply to any urgent situation which requires the convention of an extraordinary meeting of the Board of Directors as soon as possible.

Notice of Board meetings shall be given in writing, by personal delivery, facsimile, electronic mail or in such other manner as may be provided for in the Articles of Association.

In case of urgent situation which requires the convention of an extraordinary Board meeting as soon as possible, the meeting notice may be given at any time by phone or other verbal means, provided that the convener shall make an explanation to that effect at the meeting.

Article 19 The notice of meeting of the Board shall at least contain:

- (1) date and place of the meeting;
- (2) duration of the meeting;
- (3) reasons and details of the matter(s) to be discussed; and
- (4) date of issuance of notice.

Article 20 Where, after the written notice for the regular Board meeting is issued, there is a need to change the date, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, a written change notice shall be issued three days before the originally scheduled meeting date, specifying the situation and relevant content of and materials about the new proposal. If it is less than 3 days in advance, the date of the meeting shall be postponed accordingly or the meeting shall be held as scheduled with the approval of all directors present.

Article 21 Where, after the notice for the extraordinary Board meeting is issued, there is a need to change the time, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, the approval by all directors attending the meeting shall be obtained in advance and the records thereof shall be made.

The person to whom notice of a meeting is given shall inform the Secretary of the Board as soon as possible whether or not it/he will attend the meeting in accordance with the return receipt requested in the notice of the meeting.

Article 22 Meetings of the Board shall be attended by directors in person, and where directors cannot attend the meeting for cause, they may appoint other directors in writing to attend on their behalf, by a form of proxy which shall state the name of proxy, agency matters, and scope and term of authority, and shall be signed or sealed by the appointing director.

The proxy director shall exercise the rights of the appointing director within the scope of authority. A director who is not present at a Board meeting in person or by proxy shall be deemed to have abstained from voting at that meeting.

Where a director fails to attend the meeting in person (a director who attends or votes at the Board meeting by means of communication shall be deemed as attending in person) or by a director proxy for two consecutive times, he shall be deemed unable to fulfill his duties, in which case, the Board shall suggest the shareholders meeting to replace him.

Article 23 The following principles shall govern the appointment of and attendance as a proxy at Board meetings:

- (1) in the consideration of related party transactions, a non-related director shall not appoint a related director to attend on his behalf, nor shall a related director accept an appointment from a non-related director;
- (2) a director shall not give his full authority to another director to attend in his stead without stating his personal opinion and intention to vote on the proposal, nor shall such director accept a proxy with full authority or unspecified authority;
- (3) a director shall not accept a proxy from more than two directors, nor shall a director appoint a director who has accepted a proxy from two other directors to attend the meeting on his behalf.
- (4) An independent director shall not appoint a non-independent director to attend on his behalf, nor shall a non-independent director accept an appointment from an independent director.

Article 24 A rule for signing in at Board meetings shall be adopted whereby all persons attending a meeting shall sign in person and it is not be permitted to sign on behalf of others. The meeting attendance book shall be kept together with other written documents for the meeting.

CHAPTER 4 RULES OF PROCEDURE AND VOTING

Article 25 The Board shall conduct its business by convening Board meetings. A resolution of the Board shall be passed by a majority of all the directors. If the Board resolves on any external guarantee matters within its scope of authority in accordance with the Articles of Association, such resolution shall be considered and approved by more than two-thirds of directors attending the meeting.

Article 26 Voting at Board meetings shall be conducted by disclosed ballot or show of hands.

Board meetings may be held by physical meeting, or means of communication, or a combination of both.

Subject to full and free expression of opinions by the directors, a physical Board meeting may provide convenience to directors to attend the meeting through means of telephone, video or other instant communication device. Directors who attend a Board meeting by the aforementioned means shall be deemed to have attended such physical meeting.

If the Board meetings are convened via telephone, video or other instant communication device, it shall ensure that the attending directors are able to hear clearly

other directors' speaking and are able to communicate with each other. Sound records and video records shall be made for the Board meetings held in this way. Where the directors are unable to sign the meeting resolutions immediately at such meetings, they shall cast their votes orally and complete the signing on written resolutions as soon as possible. Oral voting by the directors shall have the same effect as signing in writing, provided that such ex post signing in writing shall be consistent with the earlier oral voting at the meetings. If there is any discrepancy between such signing in writing and oral voting, the oral voting shall prevail.

Subject to full expression of opinions by the directors, an extraordinary meeting of the Board may be held and adopt resolution by circulation of a written resolution or otherwise, and the present directors shall sign on the resolution documents.

Article 27 Each director shall have one vote.

Article 28 If the method of registered voting is adopted, the Secretary of the Board shall be responsible for organizing the production of the votes of the Board. A vote of a Board meeting shall contain:

- (1) the session, time and place of the Board meeting;
- (2) name of director;
- (3) matters requiring consideration for voting;
- (4) instructions for voting for, against and abstaining from voting;
- (5) other matters to be noted.

Attending directors shall make one option from "for", "against" or "abstain". Where any director does not make any option or makes two or more options, the presider of the meeting shall ask relevant director to make option again, and if the director refuses to do so, or if any director leaves the meeting venue halfway without making option, he shall be regarded as abstaining from voting.

Article 29 Voting forms shall be distributed to the directors present at a meeting before the Board votes on each matter under consideration and shall be collected after the vote has been taken.

A director appointed by another director to vote on his behalf shall, in addition to holding a vote for himself, hold a vote on behalf of the appointing director and shall state in the director name column "Voted on behalf of xxx director" on such vote.

Article 30 The Board shall proceed to vote on each item of business on the agenda and shall not withhold or refrain from voting on any matter for whatever reason.

Article 31 The Chairman shall preside over the Board meetings. Whenever the Chairman is unable to or fails to exercise his powers, a director elected by more than one half of the directors shall perform the duties.

Article 32 Every issue to be discussed by the Board shall be presented through a keynote address delivered by the proposer or by a designated director, stating the substance of the issue, the leading view of the proposal, etc.

Article 33 No director, who has relation/connection with the entity involved in a resolution submitted to the Board meeting for consideration and voting, may exercise voting rights over such resolution for his own account or on behalf of other director. Such a Board meeting may be held in the presence of a majority of the non-related/non-connected directors and a resolution passed at a Board meeting shall require the approval of a majority of the non-related/non-connected directors. If the number of non-related/non-connected directors attending the Board meetings is less than 3, the issue shall be submitted to the shareholders meeting for consideration.

Article 34 Unless approved unanimously by all the directors attending the meeting, no proposals not included in the notice of meeting shall be voted at the Board meeting. Directors attending the Board meeting as proxy shall not vote on proposals which are not included in the notice of the meeting on behalf of other directors.

Article 35 For each item under consideration, at least two directors shall be elected from among those present at the meeting to take part in the count and shall be supervised by a supervisor, and the result of the count shall be announced on the spot by the representative of the counters.

Article 36 The presider of the meeting shall decide whether resolutions are passed according to the voting results and announce such results in the meeting. The result of the vote on the resolution shall be recorded in the minutes of the meeting.

Article 37 If the presider is in any doubt as to the result of a resolution put to the vote, he may count the votes cast; if a vote is to be counted and a director present at the meeting objects to the result announced by the presider, he shall be entitled to request a vote count immediately after the announcement of the voting result and the presider shall count the votes immediately.

Article 38 When more than one half of the directors attending the meeting deem the proposals unclear or unspecific, or that documents of the meeting are so inadequate that they are unable to make a judgment on the relevant matters, the presider shall ask the meeting to defer the vote on such proposals.

The directors who suggest suspending the voting shall put forward specific requirements necessary for the resubmission of a proposal.

Article 39 The directors present shall sign the minutes of the meeting and the resolutions on their own behalf and on behalf of those directors who have appointed them to attend the meeting. If a director disagrees with the minutes of a meeting or the record of a resolution, he may make a written statement to that effect at the time of signing.

Article 40 The directors shall be responsible for the resolutions of the Board. If a resolution of the Board violates laws, regulations or the Articles of Association and causes

the Company to suffer loss, the directors who participated in the resolution shall be liable to the Company for compensation; but any director who is proven to have expressed dissenting opinion at the time of voting and recorded in the minutes of the meeting shall be exempted from liability. A director who does not attend a meeting, nor appoint a proxy, nor give written advice on any matter before or at the time of the meeting shall be deemed not to have dissented and shall not be exempted from such liability.

Article 41 The Board shall act in strict accordance with the authorization delegated by the shareholders meeting and provided in the Articles of Association, and shall not pass any ultra vires resolution.

Article 42 Where a Board meeting needs to make resolution on profit distribution of the Company, the Board may first send a notice to the certified public accountant attaching the distribution plan draft proposed to the Board for consideration, and requesting the latter to issue a draft auditor's report on this (provided that other financial data other than those related to distribution have been definite).

After the Board passes the resolution on distribution, it shall require the certified public accountant to issue a formal auditor's report, and the Board shall then make resolution on other relevant matters requiring regular reporting based on such formal auditor's report from the certified public accountant.

Article 43 For any unsuccessful proposal, if there is no material change to relevant conditions and elements, the Board meeting shall not review proposals with the same content within one month therefrom.

CHAPTER 5 MINUTES

Article 44 Minutes shall be kept of Board meetings and shall be signed by the directors present and by the recorder. A director who is present at a meeting shall be entitled to have an explanatory note made in the minutes of what he has said at the meeting.

In addition to the minutes of meetings, the Secretary of the Board may, if necessary, take concise minutes of the proceedings of the meetings and make separate minutes of the resolutions formed at the meetings based on the voting results counted.

The Secretary of the Board shall be responsible for the custody of the written information such as attendance books, power of attorney, votes, records, minutes, resolutions, etc. for a period of no less than ten years.

Article 45 The minutes of the Board meetings shall contain:

- (1) the date and place of the meeting and the name of the convener;
- (2) the names of the directors present and the names of those directors (proxies) who are appointed by others to attend the Board meeting;
- (3) the agenda of the meeting;
- (4) the main points and key comments of the directors' speeches (including any concerns or objections);
- (5) the method and results of the voting for each resolution (the voting result should specify the number of votes for and against the proposal or abstention); and
- (6) other matters that the attending directors consider necessary.

Article 46 If it is not possible to complete the minutes immediately after the meeting due to shortage of time, the Secretary of the Board shall be responsible for completing the minutes within 3 days after the meeting and sending them to each director by reasonable means such as personal delivery, express mail or email. Each director shall sign the minutes of the meeting within 3 days of their receipt and shall deliver the signed minutes to the Company. If the directors have any comments on or objections to the minutes, they may refuse to provide their signatures, but they shall send their written comments to the Company at the time and in the manner hereinbefore provided.

In the event of any error or omission in the minutes prepared by the Secretary of the Board, the Secretary of the Board shall correct the same and the director shall sign the corrected minutes.

CHAPTER 6 ENFORCEMENT OF BOARD RESOLUTIONS

Article 47 Once a resolution has been formed at a Board meeting, the executor identified in the resolution is responsible for organizing and implementing it, and reporting the results to the Chairman.

Article 48 The Chairman shall urge relevant persons to implement the Board resolutions, check the implementation of the resolutions and report on implementation of the resolutions at subsequent Board meetings.

The Secretary of the Board shall report to the Chairman of the Board in a timely manner on implementation of the Board resolutions and communicate the Chairman's views to the relevant directors and the management of the Company in a factual manner.

The Secretary of the Board may assist the Board in urging and checking the implementation of the Board resolutions by collecting and inspecting relevant documents and communicating with relevant personnel.

The Board may require members of the management to report orally or in writing to the Board on implementation of the Board resolutions and on significant production and operation matters of the Company.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 49 In case of any matters not covered herein or in conflict with the provisions of laws, regulations, departmental rules, regulatory rules of the place where the Company's shares are listed, or other regulatory documents, as promulgated after these Rules come into effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, other regulatory documents or the said Articles of Association shall prevail.

Article 50 These Rules shall be annexed to the Articles of Association. Unless otherwise stated, all terms used herein shall have the same meaning as those defined in the Articles of Association.

Article 51 These Rules shall come into effect and operate on the date of consideration and approval by the shareholders meeting of the Company. Upon the effective date of the Rules, the original Rules of Procedure of the Board of the Company shall be automatically invalidated.

Article 52 These Rules shall be interpreted by the Board.

Set out below is the full text of the updated Rules of Procedures for the Supervisory Committee that will be adopted by the Company.

CHAPTER 1 GENERAL PROVISIONS

Article 1 These Rules of Procedures are formulated, to give full play to the role of the Supervisory Committee, improve the corporate governance structure of Jenscare Scientific Co., Ltd. (the “**Company**”), promote the standardized operation of the Company, and safeguard the independent exercise of the supervisory powers by the Supervisory Committee, in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKEX Listing Rules**”) and other laws, regulations, rules and regulatory documents, and Articles of Association of Jenscare Scientific Co., Ltd. (the “**Articles of Association**”), and based on the Company’s actual conditions.

Article 2 The Supervisory Committee is a standing supervisory body of the Company and is accountable to the shareholders meeting, and shall oversee the compliance with laws and regulations by the Company’s finance staff, directors, General Manager and other senior management during their performance of duties and protect the legitimate rights and interests of the Company and its shareholders.

Article 3 The Company shall have a Supervisory Committee. The Supervisory Committee comprises three supervisors, and among them, two are shareholder representatives and one is an employee representative. Supervisors in the Supervisory Committee who are employees’ representatives shall be elected and removed at the employee representative congress or the assembly of staff or otherwise democratically. Supervisors in the Supervisory Committee who are shareholder representatives shall be elected and removed at the shareholders meeting.

The tenure of a supervisor shall be three years, after which, the supervisor may be re-elected.

Article 4 The Supervisory Committee shall have one Chairman, who shall be determined by more than two members of the Supervisory Committee. The Chairman of the Supervisory Committee may ask other personnel of the Company to assist him in handling day-to-day affairs of the Supervisory Committee.

The Chairman of the Supervisory Committee shall exercise the following functions and powers:

- (1) to convene and preside over the meeting of the Supervisory Committee and inspect the implementation of resolutions of the Supervisory Committee;
- (2) to handle day-to-day affairs of the Supervisory Committee, take custody of seals of the Supervisory Committee, and the Chairman of the Supervisory Committee may ask other personnel to assist him in handling day-to-day affairs of the Supervisory Committee;
- (3) to perform other day-to-day supervisory functions delegated to be performed by the Supervisory Committee;

- (4) to organize the performance of duties of the Supervisory Committee;
- (5) to examine, approve and sign reports and other important documents of the Supervisory Committee;
- (6) to report work of the Supervisory Committee to the shareholders meeting on behalf of the Supervisory Committee; and
- (7) other duties as provided in laws, regulations and the Articles of Association.

Article 5 The method for discussions of the Supervisory Committee shall be Supervisory Committee meetings. The meetings of the Supervisory Committee shall include regular meetings and extraordinary meetings. The Supervisory Committee shall hold one regular meeting every six months and at least two regular meetings every year. Regular meetings shall be convened by the Chairman of the Supervisory Committee. A supervisor may propose to convene an extraordinary Supervisory Committee meeting.

Where a supervisor fails to attend the meeting in person (a supervisor who attends or votes at the meeting of the Supervisory Committee by means of communication shall be deemed as attending in person) or by other supervisor proxy for two consecutive times, he shall be deemed unable to fulfill his duties, in which case, the shareholders meeting or the employee representative congress shall replace him.

Article 6 The Supervisory Committee shall convene an extraordinary meeting within ten days if:

- (1) a supervisor proposes to convene such a meeting;
- (2) a resolution is passed at a shareholders meeting or a Board meeting that violates laws, regulations, rules, various stipulations and requirements of regulatory authorities, the Articles of Association, resolutions of shareholders meetings of the Company and other relevant regulations;
- (3) any misconduct of directors and senior management is likely to cause significant damage to the Company or to cause adverse effects in the market;
- (4) lawsuits are filed by shareholders against the Company, directors, supervisors or senior management;
- (5) administrative penalties are imposed on the Company, directors, supervisors or senior management; or
- (6) other circumstances as stipulated by laws, regulations, regulatory documents or the Articles of Association occur.

CHAPTER 2 POWERS AND FUNCTIONS OF
THE SUPERVISORY COMMITTEE

Article 7 The Supervisory Committee shall be accountable to the shareholders meeting and shall exercise the following functions and powers according to the law:

- (1) to inspect the finance of the Company;
- (2) to supervise fulfillment by the directors and senior management of their respective duties in the Company and propose the retirement of any director or senior management who violates any laws, administrative regulations, the Articles of Association or resolutions of the shareholders meeting;
- (3) to require any director, the General Manager or other senior management to take corrective action where he acts in a way that damages the interests of the Company;
- (4) to propose the convening of an extraordinary shareholders meeting, and convene and preside over the shareholders meeting when the Board of Directors cannot perform the duties to convene and preside over the shareholders meeting as provided in the Company Law and the Articles of Association;
- (5) to make proposals to the shareholders meeting;
- (6) to examine and put forward written examination opinions on the regular reports of the Company prepared by the Board of Directors;
- (7) to initiate any action against a director or senior management in accordance with Article 189 of the Company Law;
- (8) to conduct investigation against any unusual circumstances in the Company's operations; if necessary, to engage an accounting firm, law firm or other professional institutions to assist in its work at the expenses of the Company; and
- (9) other powers and functions as provided in laws, administrative regulations and the Articles of Association.

Article 8 The Supervisory Committee shall supervise the Company's investments, property disposals, mergers and acquisitions, related party transactions, consolidations and splits, and the due diligence of the Board of Directors, directors and senior management.

When the directors and senior management of the Company commit any material misconduct or damage the interests of the Company, the Supervisory Committee shall require them to make corrections and, if necessary, may propose to the shareholders

meeting or the Board of Directors for removal or dismissal of relevant persons. The shareholders meeting and the Board of Directors shall discuss and vote on the proposals of the Supervisory Committee.

Article 9 The Supervisory Committee shall oversee the Company's internal control system to ensure that the Company implements effective internal control measures to prevent possible risks.

Article 10 At the annual general meeting, the Board of Supervisors shall report to the shareholders meeting on its work in last year.

If the Supervisory Committee considers necessary, it may give opinion on the proposals examined at the shareholders meeting and delivers independent reports.

Article 11 The Supervisory Committee shall have the right to propose and urge the Board of Directors to convene an extraordinary general meeting in accordance with the provisions of the Articles of Association if:

- (1) the Supervisory Committee is unable to effectively perform its supervisory functions;
- (2) the fundamental interests of shareholders are at stake;
- (3) the Supervisory Committee considers that the resolution of the Board of Directors on the relevant related party transaction lacks fairness and reasonableness and it is not possible to reach agreement with the Board of Directors on such matters; or
- (4) other necessary circumstances arise.

The Supervisory Committee may propose to the Board of Directors to convene an extraordinary general meeting by submitting a written proposal listing the complete topics and content of the meeting. The Supervisory Committee shall ensure that the content of the proposal is in compliance with the laws, regulations and the Articles of Association of the Company.

Article 12 The supervisors shall attend the shareholders meetings of the Company. The supervisors shall cooperate with the Board of Directors in making replies and explanations in respect of enquiries and suggestions made by shareholders, other than matters involving trade secrets of the Company that may not be disclosed at the shareholders meetings.

Article 13 The supervisors may attend the Board meetings of the Company and perform their supervisory duties with respect to the legality of the procedures of the Board meetings, the avoidance of related directors from voting, the compliance of the content of the Board resolutions with the laws and regulations and the Articles of Association, and the actual needs of the Company.

Article 14 The Supervisory Committee shall have the right to recommend an external audit firm to the shareholders meetings of the Company, and the supervisors shall have the right to understand and inquire about the Company's operations and be obliged to maintain confidentiality of such information.

Article 15 The directors, senior management and other staff of the Company shall provide necessary assistance to, and shall not interfere with or obstruct, the supervisors in the normal performance of their duties. The reasonable expenses incurred by the supervisors in performing their duties shall be borne by the Company.

Article 16 The Supervisory Committee's supervision records and results of financial or specific inspection of directors, General Manager and other senior management will serve as important basis for their performance assessment.

CHAPTER 3 PROPOSAL AND CONVENING OF MEETINGS

Article 17 Before giving a notice on convening a regular meeting of the Supervisory Committee, the Chairman of the Supervisory Committee shall solicit proposals for the meeting from all supervisors and provide at least 3 days to solicit opinions from the employees of the Company. When soliciting proposals and opinions, the Chairman of the Supervisory Committee shall explain that the Supervisory Committee focuses on the supervision of the standard operation of the Company and the performance of the duties of the directors and senior management rather than making decisions on the operation and management of the Company.

Article 18 If a supervisor proposes to convene an extraordinary meeting of the Supervisory Committee, he shall submit an executed written proposal to the Chairman of the Supervisory Committee. The written proposal shall specify:

- (1) the name of the proposing supervisor;
- (2) the reason or objective circumstance for the proposal;
- (3) the time or duration, venue and form of the proposed meeting;
- (4) a clear and specific proposal; and
- (5) contact information of the proposing supervisor and date of proposal, etc.

Within 3 days after the Chairman of the Supervisory Committee receives the written proposal from a supervisor, the Chairman of the Supervisory Committee shall issue a notice to convene an extraordinary meeting of the Supervisory Committee.

Article 19 The meeting of the Supervisory Committee shall be convened and presided over by the Chairman of the Supervisory Committee; if the Chairman of the Supervisory Committee is unable to or fails to carry out his duties, a supervisor elected by more than one half of the supervisors shall convene and preside over the meeting.

CHAPTER 4 NOTICE OF SUPERVISORY COMMITTEE MEETINGS

Article 20 The method for discussions of the Supervisory Committee shall be Supervisory Committee meetings. As for the voting on a resolution of the Supervisory Committee, each supervisor shall have one vote, and the vote shall be taken by disclosed ballot and in writing. The meeting notice for regular meetings and extraordinary meetings of the Supervisory Committee shall be delivered to all supervisors 10 days and 3 days in advance respectively.

The time limit restriction set forth in the preceding paragraph shall not apply to the giving of meeting notice in case of urgent situation which requires the convention of an extraordinary meeting of the Supervisory Committee as soon as possible.

Article 21 Meetings of the Supervisory Committee shall be held at the domicile of the Company as a general rule, and may be held in other places within the territory of China if approved by resolution of the Supervisory Committee.

Article 22 The notice of meeting of the Supervisory Committee shall include:

- (1) the date, place and duration of the meeting;
- (2) reasons and details of the matter(s) to be discussed;
- (3) the issuance date of notice.

Article 23 Where, after the written notice for the regular meeting of the Supervisory Committee is issued, there is a need to change the date, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, then a written change notice shall be issued three days before the originally scheduled meeting date, specifying the situation and relevant content of and providing materials about the new proposal. In case of less than three (3) days, the date of meeting shall correspondingly be postponed, or the meeting shall be called at the original date of meeting upon obtaining the written consent of all supervisors present.

Article 24 Where, after the written notice for the extraordinary meeting of the Supervisory Committee is issued, there is a need to change the date, place or other matters of the meeting, or to add, change or cancel the proposals of the meeting, then the approval by all supervisors attending the meeting shall be obtained in advance and records thereof shall be made.

CHAPTER 5 HOLDING AND RESOLUTION OF MEETINGS

Article 25 Meetings of the Supervisory Committee may be held and voting can be conducted by physical meetings or means of communication or a combination of both.

A physical Supervisory Committee meeting may provide convenience to supervisors to attend the meeting through the means of telephone, video or other instant communication device. Supervisors who attend a Supervisory Committee meeting by the aforementioned means shall be deemed to have attended such physical meeting.

If the meetings of the Supervisory Committee are convened via telephone, video or other instant communication device, it shall ensure that the attending supervisors are able to hear clearly other supervisors' speaking and are able to communicate with each other. Sound records and video records shall be made for the Supervisory Committee meetings held in this way. Where the supervisors are unable to sign the meeting resolutions immediately at such meetings, they shall cast their votes orally and complete the signing on written resolutions as soon as possible. Oral voting by the supervisors shall have the same effect as signing in writing, provided that such ex post signing in writing shall be consistent with the earlier oral voting at the meetings. If there is any discrepancy between such signing in writing and oral voting, the oral voting shall prevail.

No Supervisory Committee meeting may be held unless attended by a majority of supervisors. Where a supervisor refuses or neglects to attend the meeting, giving rise to failure to meet the quorum required for holding the meeting, other supervisors shall timely report this to the regulatory authorities.

Supervisors shall attend the Supervisory Committee meetings in person. Where a supervisor cannot attend the meeting for cause, he may appoint another supervisor in writing to attend on their behalf, by a proxy form which shall state the name of the appointer and the proxy, brief opinions from the appointer on each proposal, the appointer's scope of authority and instructions on the intention to vote on the proposal, the duration of the authority and the date, and shall be signed or sealed by the appointing supervisor. The proxy supervisor present at the meeting shall exercise the rights of supervisor within the scope of authority.

The Secretary of the Board of Directors shall attend the Supervisory Committee meetings as nonvoting delegate.

Article 26 The presider of the meeting shall ask the attending supervisors for their opinions on each of the proposals.

The presider of the meeting shall request the directors, senior management, other employees of the Company or business personnel of relevant intermediaries to answer for inquiries at the meeting according to the suggestions of the supervisors.

Article 27 As for the voting on a resolution of the Supervisory Committee meeting, each supervisor shall have one vote, whether by disclosed ballot or show of hands.

Supervisors may vote for or against the proposal or abstain from voting. Attending supervisors shall make one option from “for”, “against” or “abstain”. Where any supervisor does not make any option or makes two or more options, the presider of the meeting shall ask relevant supervisor to make option again, and if the supervisor refuses to do so, or if any supervisor leaves the meeting venue halfway without making option, he shall be regarded as abstaining from voting.

A resolution of the Supervisory Committee must be approved by more than two-thirds of the supervisors. A resolution of the Supervisory Committee shall be confirmed by the signature of the attending supervisors.

Article 28 The Supervisory Committee shall assign a person to take minutes of the physical meeting. The meeting minutes shall contain:

- (1) the session, time, venue and form of the meeting;
- (2) the information on the issuance of meeting notice;
- (3) the convener and the presider of the meeting;
- (4) the information on meeting attendance;
- (5) the proposals discussed at the meeting, the main points of each supervisor’s speech and main opinions on the matters, and the intention to vote on the proposals;
- (6) method and results of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstention); and
- (7) other issues that the attending supervisors consider necessary.

Total recording of meetings of the Supervisory Committee may be conducted as needed. For meetings of Supervisory Committee that are held by means of communication, the Supervisory Committee shall assign a person to collate the minutes of the meeting with reference of the provisions above.

Article 29 The minutes of meetings of the Supervisory Committee shall be confirmed by the signature of the attending supervisors. Supervisors dissenting from the meeting minutes shall make a written statement at the time of signing.

Article 30 Supervisors shall urge relevant persons to implement the resolutions of the Supervisory Committee. The Chairman of the Supervisory Committee shall report on the implementation of the resolutions passed at a subsequent Supervisory Committee meeting.

Article 31 Supervisors may require to record some of their speech made on the meeting as some kind of illustration record. The Chairman of the Supervisory Committee shall designate a person to be responsible for keeping the meeting documents of the Supervisory Committee, including the meeting notice and the meeting materials, the attendance book of the meeting, the meeting audio recordings, votes, meeting minutes and resolutions confirmed and signed by the supervisors. The meeting documents of the Supervisory Committee shall be kept for a period of no less than ten years.

In case of voting by means of communication, the supervisors shall send their signed written opinions and confirmation on voting intention on the matters submitted for consideration, by fax, courier, email or otherwise to the person so authorized by the Supervisory Committee. Supervisors participating in the voting by means of communication shall submit the original of the signed voting forms to the Supervisory Committee within the time limit set forth in the meeting notice.

Article 32 Announcement of resolutions of the Supervisory Committee shall be made in accordance with the relevant regulations of the securities regulatory authority of the place where the stocks of the Company are listed.

CHAPTER 6 ENFORCEMENT OF AND FEEDBACK ON RESOLUTIONS OF THE SUPERVISORY COMMITTEE

Article 33 The Supervisory Committee may make recommendations to the Board of Directors and the shareholders meeting, which shall be implemented by relevant departments under the organization by the Board of Directors.

Article 34 For any resolution made by the Supervisory Committee which relates to requisition for convening an extraordinary meeting of the Board of Directors or an extraordinary general meeting or submission of proposals to a shareholders meeting, the Supervisory Committee shall submit a written proposal listing the complete topics and content of the meeting to the Board of Directors, and ensure the content of such proposal comply with laws, administrative regulations, other regulatory documents and the Articles of Association.

Article 35 Supervisors shall urge relevant persons to implement the resolutions of the Supervisory Committee. The Chairman of the Supervisory Committee shall report on the implementation of the resolutions passed at a subsequent Supervisory Committee meeting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 36 In case of any matters not covered herein or in conflict with the provisions of laws, regulations, departmental rules, regulatory rules of the place where

the Company's shares are listed, or other regulatory documents, as promulgated then in effect, or in conflict with the Articles of Association, the said provisions of laws, regulations, regulatory rules of the place where the Company's shares are listed, other regulatory documents or the said Articles of Association shall prevail.

Article 37 These Rules shall be annexed to the Articles of Association. Unless otherwise stated, all terms used herein shall have the same meaning as those defined in the Articles of Association.

Article 38 These Rules shall take effect from the date of being reviewed and approved by the shareholders meeting of the Company. Since the effective date of these Rules, the original Rules of Procedure of the Supervisory Committee of the Company shall be automatically invalidated.

Article 39 These Rules shall be interpreted by the Supervisory Committee of the Company.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING



Jenscare
健世科技

Jenscare Scientific Co., Ltd. 寧波健世科技股份有限公司

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

(Stock code: 9877)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 first extraordinary general meeting (the “EGM”) of Jenscare Scientific Co., Ltd. (the “**Company**”) will be held at Meeting Room, 3/F, Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC on Thursday, September 19, 2024 at 2:00 p.m. for the following purposes:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).
2. To consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase H Shares:

“**THAT:**

- a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to repurchase the H Shares listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- b) The aggregate nominal amount of H Shares of the Company (the “**H Shares**”) authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period (as defined below) will represent approximately 10% of the Company’s total number of H Shares (excluding any Treasury Shares) and approximately 7.44% of the Company’s total issued share capital;
- c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

- (i) the obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board be and is hereby authorized to:
- (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

- (vi) Carry out the cancellation procedures for repurchased H Shares but not held as treasury shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; and
 - (vii) Execute and handle other documents and matters related to the repurchase of shares.
- e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of the resolution at the EGM, until whichever is the earliest of:
- (i) upon conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this resolution at the EGM; or
 - (iii) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

ORDINARY RESOLUTIONS

- 3. To consider and approve the amendment of the H share award scheme.
- 4. To consider and approve the amendments to each of the following internal management policies:
 - (a) the “Rules of Procedures for the Meeting of Shareholders”;
 - (b) the “Rules of Procedures for the Board of Directors”; and
 - (c) the “Rules of Procedures for the Supervisory Committee”.

Details of the above resolutions are set out in the circular of the Company to be published on August 27, 2024 in relation to the EGM. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular.

By order of the Board
Jenscare Scientific Co., Ltd.
Mr. LV Shiwen
Chairman and Executive Director

Hong Kong, August 27, 2024

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed for the following period: The holders of the Company's H shares are reminded that for determining the right of Shareholders to attend and vote at the EGM, the register of members of H shares of the Company will be closed from Friday, September 13, 2024 to Thursday, September 19, 2024, (both days inclusive), during which period, no transfer of shares will be registered. In order to be qualified for attending and voting at the EGM, all the share transfer documents should be lodged for registration with Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, September 12, 2024.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his/her/its proxies can only vote in a poll. For the avoidance of doubt, holders of Treasury Shares of the Company, if any, shall abstain from voting at the Company's general meeting in connection to such Treasury Shares.
3. To be valid, the proxy form enclosed with this circular ("**Proxy Form**") shall be used by shareholders of the Company wishing to appoint a proxy and, if such Proxy Form is signed by a person authorized by a Shareholder pursuant to a power of attorney or other authority, a notarized copy of that power of attorney or other authority must be delivered together with the Proxy Form to (i) the Company's headquarters in the PRC at Block 5, B Area, No. 777 Binhai 4th Road, Hangzhou Bay New Area, Ningbo, Zhejiang Province, PRC (for holders of Unlisted Shares); or (ii) the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) not less than 24 hours before the time designated for the commencement of the EGM or any adjournment thereof. The Proxy Form can also be downloaded from the Company's website at www.jenscare.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
4. A Shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a corporate Shareholder appoints its representative to attend the meeting, such representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such Shareholder.
5. In accordance with the Articles of Association, where there are joint registered Shareholders, only the first named Shareholder in the register of members is entitled to receive this notice, attend the EGM and exercise voting rights.
6. The EGM is expected to last for about half a day. Shareholders of the Company or their proxies attending the EGM shall be responsible for their own transportation, food and lodging.

As of the date of this notice, the executive Directors of the Company are Mr. LV Shiwen and Mr. PAN Fei; the non-executive Directors are Mr. TAN Ching, Mr. ZHENG Jiaqi, Ms. XIE Youpei and Mr. CHEN Xinxing; and the independent non-executive Directors are Dr. LIN Shoukang, Ms. DU Jiliu and Dr. MEI Lehe.