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<p> <math>\dots 2023 \dots</math> </p>	19
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<p> <math>\dots</math> </p>	26
<p> <math>\dots</math> </p>	54
<p> <math>\dots</math> </p>	117
<p> <math>\dots</math> </p>	125
<p> <math>\dots</math> </p>	128

“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Class Meetings”	the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting
“Company”	Wenzhou Kangning Hospital Co., Ltd., a joint stock limited liability company established under the laws of the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2120)
“connected transaction(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for and fully paid in RMB and currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the 2023 First Domestic Shareholders’ Class Meeting of the Company to be held in the form of onsite meeting at Conference Room, 12/F, Building 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC on Wednesday, September 27, 2023 immediately after the conclusion of the EGM and the H Shareholders’ Class Meeting (or any adjournment thereof)
“EGM”	the 2023 First Extraordinary General Meeting of the Company to be convened and held in the form of on-site meeting at Conference Room, 12/F, Building 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC on Wednesday, September 27, 2023

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



“Rules of Procedures for Board Meetings”	the Rules of Procedures for the Meetings of the Board of Directors of Wenzhou Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司董事會議事規則》), as amended, supplemented or otherwise modified from time to time
“Rules of Procedures for General Meetings”	the Rules of Procedures for the General Meetings of Wenzhou Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司股東大會議事規則》), as amended, supplemented or otherwise modified from time to time
“Rules of Procedures for Meetings of the Supervisory Committee”	the Rules of Procedures for the Meetings of Supervisory Committee of Wenzhou Kangning Hospital Co., Ltd. (《溫州康寧醫院股份有限公司監事會議事規則》), as amended, supplemented or otherwise modified from time to time
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

*C. 2018年12月28日，公司召開2018年第四次臨時股東大會，審議通過了《溫州康寧醫院股份有限公司章程（2018年第四次臨時股東大會修訂）》，自2018年12月28日起生效。*



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

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

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

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

董事會 2023 年 6 月 31 日

(9). 2023 年 7 月 31 日

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

The proposed interim dividend will be denominated and declared in RMB. The holders of Domestic Shares will be paid in RMB and the holders of H Shares will be paid in Hong Kong dollars. The exchange rate for the proposed interim dividend to be paid in Hong Kong dollars will be the average central parity of the exchange rates of Hong Kong dollars to RMB as announced by the People's Bank of China during the five business days prior to the date of declaration of the proposed interim dividend (i.e., the date of convening the EGM).

An ordinary resolution will be proposed at the EGM to consider and approve the above interim profit distribution plan for the year 2023. The payment of the proposed interim dividend is subject to Shareholders' approval at the EGM.

(10). 2023 年 11 月 30 日

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

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

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

溫州康寧醫院股份有限公司未來五年(2023-2027)股東回報規劃

With the continuous advancement of technology and the increasing improvement of medical services, the domestic medical market will continue to maintain steady growth. Meanwhile, due to the aging population and increasing public health awareness, the market demand for medical services will continue to increase. Based on the sufficient confidence in the medical service market and in conjunction with the business development plan and financial growth objectives of the Company, the Company has formulated the Shareholders' Return Plan of Wenzhou Kangning Hospital Co., Ltd. for the Next Five Years (2023-2027) (《溫州康寧醫院股份有限公司未來五年(2023-2027年)股東回報規劃》) (the "Plan") in accordance with the relevant requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China and the Articles, with a view to rewarding the Shareholders who have supported the Company for a long time and guiding investors to form a stable investment return expectation, details of which are as follows:

(一) 長期可持續發展與股東回報

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

(二) 堅持利潤分配政策的連續性和穩定性

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

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

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

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

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

(7). At the same time, the Company will also adjust the profit distribution policy.

If the Company needs to adjust the profit distribution policy due to significant changes in the external environment or the Company's own operating conditions, the adjusted profit distribution policy shall not violate the relevant regulations of the relevant stock exchange and securities regulatory authorities, and the proposal to adjust the profit distribution policy shall be considered by the Board and then submitted to the general meeting of the Company for consideration and approval by way of ordinary resolution.

Any matters not stated in the Plan shall be executed pursuant to the relevant requirements of the relevant laws, regulations, regulatory documents and the Articles. The Plan shall be interpreted by the Board, and shall be implemented from the date of its approval at the general meeting of the Company.

An ordinary resolution will be proposed at the EGM to consider and approve the above Shareholders' Return Plan for the Next Five Years (2023-2027).

7. To attract, motivate and retain extensively skilled and experienced "core backbone members of the technicians and management" to continuously strive for the continuing operation and development of the Company in the future, in accordance with the requirements of the Company Law of the People's Republic of China and other relevant laws, administrative regulations, regulatory documents and the Articles of Association, the Company has formulated the H Share Award and Trust Scheme. For details of the H Share Award and Trust Scheme, please refer to Appendix I to this circular. The H Share Award and Trust Scheme was prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version of the H Share Award and Trust Scheme, the Chinese version shall prevail.

The H Share Award and Trust Scheme constitutes a share scheme under Chapter 17 of the Listing Rules, and is subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, the H Share Award and Trust Scheme does not constitute a scheme involving the issuance of new shares as set out under Chapter 17 of the Listing Rules as the planning and adoption of the H Share Award and Trust Scheme is funded by the existing Shares only. If any award is proposed to be granted to a connected person of the Company (such as a Director), and such grant constitutes a connected transaction under Chapter 14A of the Listing Rules, the Company shall comply with the applicable provisions under Chapter 14A of the Listing Rules.

A special resolution will be proposed at the EGM to consider and approve the above H Share Award and Trust Scheme.

In order to ensure the successful implementation of the H Share Award and Trust Scheme, the Board proposes to the EGM to authorize the Board and/or the Delegatee (namely, the management committee, person(s) or board committee(s) to which the Board has delegated its authority) to handle matters pertaining to implementation of the H Share Award and Trust Scheme.

1. to authorize the Board to consider, appoint and establish the management committee for the purpose of the H Share Award and Trust Scheme, consisting of the chairman of the Board, executive Directors and the secretary to the Board;
2. to authorize any member of the management committee to enter into the Trust Deed in favor of the Company with Trident Trust Company (HK) Limited (the “Trustee”), pursuant to which the Trustee will provide trust services for the H Share Award and Trust Scheme;
3. to authorize the Board to consider and approve the management agreement in respect of the H Share Award and Trust Scheme and to authorize any member of the management committee to enter into the management agreement in respect of the H Share Award and Trust Scheme with the Trustee in favor of the Company, pursuant to which the Trustee will provide management services in respect of the H Share Award and Trust Scheme to the Company;
4. to authorize any member of the management committee to set up a cash securities account on behalf of the Company so as to facilitate the provision of trading services and trading platform for the Selected Participants of the H Share Award and Trust Scheme by the Trustee;
5. to authorize any member of the management committee on behalf of the Company, execute all documents in relation to the operations of and other matters of the H Share Award and Trust Scheme, or providing instructions to the Trustee in relation to its operations, signing the relevant documents in relation to the setting up of the accounts, operations of the accounts and the setting up and operations of the cash securities account with China International Capital Corporation Hong Kong Securities Limited under the name of the Company, the release of Award Shares for the purpose of the vesting of the Awards, or selling Award Shares on-market at the prevailing market price and pay the proceeds arising from such sale to Selected Participants, or directing and procuring the Trustee to release the Award Shares to

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

6. to authorize the Board and/or the Delegatee to handle matters pertaining to the H Share Award and Trust Scheme with full authority during the validity period of the H Share Award and Trust Scheme, including but not limited to:
  - 1) to determine the numbers, terms and conditions of the grant of Awards, approve the form of the Award Letter, select Eligible Participants to become Selected Participants, and grant Awards to Selected Participants from time to time;
  - 2) to determine the Grant Date and Vesting Date of Award Shares;
  - 3) without prejudice to the cap of the H Share Award and Trust Scheme, to manage, amend and adjust the H Share Award and Trust Scheme, including but not limited to adjusting the number of outstanding Award Shares or accelerate the Vesting Dates of any Awards, provided that if such amendments require the approval of the general meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board and/or the Delegatee shall obtain the corresponding authorization for such amendments;
  - 4) to determine the selection, engagement and change of bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties;
  - 5) to sign, execute, and terminate all agreements and other relevant documents in connection with the H Share Award and Trust Scheme, fulfill all relevant procedures in relation to the H Share Award and Trust Scheme, and adopt other methods to implement the terms of the H Share Award and Trust Scheme;
  - 6) to determine and adjust the standards and conditions of the vesting of the Awards as well as the Vesting Periods, and to determine whether Awards granted to the Selected Participants can be vested;
  - 7) to determine the execution, amendment and termination of the H Share Award and Trust Scheme, including the forfeiture of Awards and continued vesting of Award Shares upon the changes in circumstances pertaining to the Selected Participants;
  - 8) to decide on the extension of term of the H Share Award and Trust Scheme;



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

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

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

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

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

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

Given that the Company proposes to amend its existing Articles of Association, the Company also proposes to make corresponding amendments to the Rules of Procedures for General Meetings, the Rules of Procedures for Board Meetings and the Rules of Procedures for Meetings of the Supervisory Committee (the “A 1 2 3 4 5 6 7 8 9 10”). For details of the comparison table of the proposed Amendments to the Rules of Procedures, please refer to Appendix III to Appendix V to this circular.

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

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

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

In accordance with Rule 13.39(4) of the Hong Kong Listing Rules and Article 101 of the Articles, 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. An announcement on the poll results will be published by the Company after the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

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

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

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The Directors (including all independent non-executive Directors) consider that all resolutions set out in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of such resolutions to be proposed at the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting as set out in the notices of the EGM, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting.

By order of the Board


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Zhejiang, the PRC  
September 8, 2023



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

By order of the Board

  
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Zhejiang, the PRC  
September 8, 2023

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- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, September 22, 2023 to Wednesday, September 27, 2023 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company after the close of business on Thursday, September 21, 2023 are entitled to attend and vote in respect of all resolutions to be proposed at the EGM.
- (c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, September 21, 2023 for registration.
- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing bodies of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing bodies of such Shareholder appointing such persons to attend the meeting.

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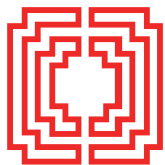
- (a) A Shareholder eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy does not need to be a Shareholder of the Company.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or other authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM (i.e. before 2:00 p.m. on Tuesday, September 26, 2023) or any adjournment thereof.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. 關於派發股息及紅利的建議

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

4. 股東大會

- (a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (b) The address of the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The contact details of the place of business of the Company are as follows:  
No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC  
Postal Code: 325000  
Telephone No.: (86) 577 8877 1689  
Facsimile No.: (86) 577 8878 9117
- (d) The contact person for the EGM is Mr. WANG Jian and his telephone number is (86) 577 8877 1689.



溫州康寧醫院股份有限公司

Wenzhou Kangning Hospital Co., Ltd.

(A joint stock limited liability company incorporated in the People's Republic of C

A. Shareholders' Class Meeting

1. Meeting Details

- (a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Friday, September 22, 2023 to Wednesday, September 27, 2023 (both days inclusive).
- (b) H Shareholders whose names appear on the register of members of the Company after the close of business on Thursday, September 21, 2023 are entitled to attend and vote in respect of the resolutions to be proposed at the H Shareholders' Class Meeting.
- (c) H Shareholders who wish to attend the H Shareholders' Class Meeting shall lodge their share certificates accompanied by the transfer documents with the Company's share registrar of H Shares at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, September 21, 2023 for registration.
- (d) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If an H Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the H Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

2. Proxies

- (a) An H Shareholder eligible to attend and vote at the H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time designated for holding of the H Shareholders' Class Meeting (i.e. before 2:00 p.m. on Tuesday, September 26, 2023) or any adjournment thereof.
- (d) An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Meeting Expenses

- (a) The H Shareholders' Class Meeting is expected to take place immediately after the EGM. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.
- (b) The address of the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- (c) The contact person for the H Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (86) 577 8877 1689.

溫州康寧

A

1.

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

2.

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

3.

- (a) The Domestic Shareholders' Class Meeting is expected to take place immediately after the EGM and the H Shareholders' Class Meeting. Domestic Shareholders who attend the Domestic Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
- (b) The contact details of the place of business of the Company are as follows:  
  
No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC  
Postal Code: 325000  
Telephone No.: (86) 577 8877 1689  
Facsimile No.: (86) 577 8878 9117
- (c) The contact person for the Domestic Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (86) 577 8877 1689.



C

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1. A A

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

“Actual Selling Price”	the actual price at which the Award Shares are sold (net of brokerage, stock exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of such Award Shares pursuant to the Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company pursuant to Rule 14.1 of this Scheme, the consideration receivable under the related scheme or offer;
“Adoption Date”	the date on which the general meeting approved this Scheme;
“Articles”	the articles of association of the Company as amended from time to time;
“Award”	an award granted by the Board and/or the Delegatee to a Selected Participant pursuant to the Scheme, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares paid in cash in accordance with the terms of the Scheme;
“Award Letter”	shall have the meaning as set out in Rule 7.2;
“Award Period”	the period commencing on the Adoption Date, and ending on the Trading Day immediately prior to the 10th anniversary of the Adoption Date;
“Award Shares”	the H Shares certificate granted to a Selected Participant in an Award;
“Board”	the board of directors of the Company;
“Trading Day”	any day on which the stock exchange is open for the business of dealing in securities;
“Company” or “our Company” or “Group”	Wenzhou Kangning Hospital Co., Ltd. together with its subsidiaries;

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

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

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

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

2. **Application of the Scheme Rules to the H Share Award and Trust Scheme of Wenzhou Kangning Hospital Co., Ltd. (the “Award Scheme”)**

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

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

2.3. The purposes of the Scheme are:

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

3. C

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

4. C A A

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

4.2. Subject to Rules 9.8 and 20, the Scheme shall be valid and effective for the Award Period (after which no further award will be granted), provided that any Award Shares granted prior to the expiration of the Scheme but not yet vested shall continue to be postponed until the vesting of such Award Shares becomes effective.

5. A A A A

5.1. The Scheme shall be subject to the administration of the Board and/or the Delegatee according to the Rules of the Scheme and the Trust Deed. The Trustee shall hold the Trust Fund according to the rules under the Scheme and the terms of the Trust Deed.

5.2. The Scheme shall be subject to the administration of the following administrative bodies according to the Rules of the Scheme and the Trust Deed (if applicable):

- a) the general meeting, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the Scheme. The general meeting may authorize the Board and/or Delegatee to deal with all matters related to the Scheme to the extent of its authority;
- b) the Board is the institution in charge of the administration of the Scheme in accordance with the Scheme Rules and where applicable, the Trust Deed. A decision of the Board and/or the Delegatee shall be final and binding on all persons concerned. The Remuneration Committee shall be responsible for drafting and revising the Scheme and submitting the same to the Board for consideration. Upon consideration and approval of the Scheme, the Board will submit the Scheme to the general meeting for consideration. The Board and/or Delegatee may handle all matters related to the Scheme within the authorization by the general meeting;
- c) the independent non-executive Directors are the supervisory institution of the Scheme and shall express their views on whether the Scheme facilitates the sustainable development of the Company and whether the Scheme impairs the interests of the Company and all the Shareholders. The independent non-executive Directors supervise whether the implementation of the Scheme complies with relevant laws, regulations, regulatory documents and the Listing Rules, and are responsible for reviewing the list of the Selected Participants; any grant of an award to any Directors, chief executive or substantial Shareholder of the Company or its subsidiaries, or any of their respective associates (as defined in the Listing Rules) shall be subject to the prior approval of the independent non-executive Directors; and
- d) the Trust will be constituted to service the Scheme whereby the Trustee shall, subject to the relevant provisions of the Trust Deed and upon the instruction of the Company, acquire not more than 3,730,015 H Shares through on-market transactions with funds to be transferred by the Company to the Trust.

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



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

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

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

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

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

6.5. The coverage of Selected Participant:

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

7. A A CA A A A

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

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

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

8. AC A B

8.1. Subject to Rules 8.4 and 15.1, the Company shall as soon as reasonably practicable, transfer to the Trust the necessary funds and instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price. Subject to Rule 14 of the Scheme, the Company shall instruct the Trustee whether or not to apply any Returned Shares to satisfy any grant of Awards made, and if the Returned Shares, as specified by the Company, are not sufficient to satisfy the Awards granted, the Company shall, subject to Rule 8.3 as soon as reasonably practicable, for purposes of satisfying the Awards granted, transfer to the Trust the necessary funds and instruct the Trustee to acquire further H Shares through on-market transactions at the prevailing market price.

8.2. Where the Trustee has received instructions from the Company to acquire H Shares through on-market transactions, the Trustee shall acquire such number of H Shares as instructed by the Company through on-market transactions at the prevailing market price as soon as reasonably practicable after receiving the necessary funds from the Company.

8.3. The Trustee shall only be obliged to transfer Award Shares to Selected Participants under the Scheme on vesting to the extent that Award Shares are comprised in the Trust.

8.4. The Company shall not instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price, where (i) such action (as applicable) is prohibited under the Listing Rules, the SFO, or other applicable PRC laws, regulations and rules; or (ii) during such periods as stated in Rules 6.3(g) and (h). Where such a prohibition causes the prescribed timing imposed by the Scheme Rules or the Trust Deed to be missed, such prescribed timing shall be treated as extended until as soon as reasonably practicable after the first Business Day on which the prohibition no longer prevents the relevant action.

8.5. All the funds for the implementation of the Scheme come from the Company's own funds.

9. A A

9.1. The Board and/or the Delegatee may from time to time while the Scheme is in force and subject to all applicable laws, rules and regulations, determine such vesting criteria and conditions and the Vesting Period.

9.2. The vesting schedule and vesting criteria (if any) of any Award granted may be determined by the Board and/or its Delegatee at its discretion and may be adjusted and re-determined by the Board and/or its Delegatee from time to time. Unless otherwise specified in the Award Letter approved by the Board and/or the Delegatee and subject to the vesting conditions as specified in Rule 9.3 to Rule 9.6 of the Scheme, the specific

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

- 9.3. Vesting of the Award granted under the Scheme shall meet with the corresponding conditions and any other vesting conditions as stated in the Award Letter.
- 9.4. If the Selected Participant fails to fulfil the vesting conditions under the scheme of award grant, all the Award Shares which may otherwise be vested during the respective vesting periods shall not be vested and shall be held by the Trustee as Returned Shares.
- 9.5. If the Vesting Date is not a Business Day, the Vesting Date shall, subject to any trading halt or suspension in the H Shares, be the Business Day immediately thereafter.
- 9.6. For the avoidance of doubt, the vesting periods of the Awards granted under any subsequent grant of the Scheme or the Awards to be satisfied by the application of any Returned Shares shall be determined by the Board and/or the Delegatee in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period at the time of grant.
- 9.7. For the purposes of vesting of the Award, the Board and/or the Delegatee may either:
  - a) direct and procure the Trustee to release from the Trust the Award Shares to the Selected Participants by transferring the number of Award Shares to the Selected Participants in such manner as determined by them from time to time; or
  - b) to the extent that, at the determination of the Board and/or the Delegatee, it is not practicable for the Selected Participant to receive the Award in H Shares solely due to legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in H Shares or the Trustee's ability to give effect to any such transfer to the Selected Participant, the Board and/or the Delegatee will direct and procure the Trustee to sell, through on-market transactions at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds in cash arising from such sale based on the Actual Selling Price of such Award Shares as set out in the Vesting Notice.
- 9.8. Except in the circumstances as set out in Rule 9.13, within a reasonable time period as agreed between the Trustee and the Board from time to time prior to any Vesting Date, the Board and/or the Delegatee shall send to the relevant Selected Participant a vesting notice (the "Vesting Notice"). The Board and/or the Delegatee shall forward a copy of the Vesting Notice to the Trustee and instruct the Trustee the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board and/or the Delegatee, or be sold as soon as practicable from the Vesting Date.

- 9.9. Except in the circumstances as set out in Rule 9.13, subject to the receipt of the Vesting Notice and the instructions from the Board or the Delegatee, the Trustee shall transfer and release the relevant Award Shares to the relevant Selected Participant in the manner as determined by the Board or the Delegatee or sell the relevant Award Shares within any time stipulated in Rule 9.9 above and pay the Actual Selling Price to the Selected Participant within a reasonable time period in satisfaction of the Award.
- 9.10. Any stamp duty or other direct costs and expenses arising on vesting and transfer of the Award Shares to or for the benefit of the Selected Participants shall be borne by the Company. Any duty or other direct costs and expenses arising on the sale of the Award Shares due to the vesting shall be borne by the Selected Participant.
- 9.11. All costs and expenses in relation to all dealings with the Award Shares after vesting and transfer of the Award Shares to the Selected Participant (as the case may be) shall be borne by the Selected Participant and neither the Company nor the Trustee shall be liable for any such costs and expenses thereafter.
- 9.12. Other than the stamp duty to be borne by the Company in accordance with Rule 9.12, all other taxes (including personal income taxes, professional taxes, salary taxes and similar taxes, as applicable), duties, social security contributions, impositions, charges and other levies arising out of or in connection with the Selected Participant's participation in the Scheme or in relation to the Award Shares or cash amount of equivalent value of the Award Shares (the "Taxes") shall be borne by the Selected Participant and neither the Company nor the Trustee shall be liable for any Taxes. The Selected Participant will indemnify the Trustee and all members of the Group against any liability each of them may have to pay or account for such Taxes, including any withholding liability in connection with any Taxes. To give effect to this, the Trustee or any member of the Group may, notwithstanding anything else in these Scheme Rules (but subject to applicable law):
- a) reduce or withhold the number of the Selected Participant's Award Shares underlying the Award (the number of Award Shares underlying the Award that may be reduced or withheld shall be limited to the number of Award Shares that have a fair market value on the date of withholding that, in the reasonable opinion of the Company is sufficient to cover any such liability);
  - b) sell, on the Selected Participant's behalf, such number of H Shares to which the Selected Participant becomes entitled under the Scheme and retain the proceeds and/or pay them to the relevant authorities or government agency;
  - c) deduct or withhold, without notice to the Selected Participant, the amount of any such liability from any payment to the Selected Participant made under the Scheme or from any payments due from a member of the Group to the Selected Participant, including from the salary payable to the Selected Participant by any member of the Group; and/or

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

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

**10. C A C C A C A C**

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

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

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

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

- 10.3. If a Selected Participant ceases to be an Eligible Employee by reason of leaving the Company and its subsidiaries due to resignation, expiration or termination of labour contract, employment or contractual relationship by the Company due to redundancy, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.4. If a Selected Participant ceases to be an Eligible Employee by reason of retirement based on national regulations and the rules of the Company and subject to the above Rule 10.1, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.5. If a Selected Participant ceases to be an Eligible Employee by reason of termination of labour contract, employment or contractual engagement with the Group or resignation due to incapacity resulting from work injury, any outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter or other vesting procedures determined by the Board and/or the Delegatee, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.6. If a Selected Participant ceases to be an Eligible Employee by reason of termination of labour contract, employment or contractual engagement with the Company and its subsidiaries or resignation due to incapacity resulting from non-work injury, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.7. If a Selected Participant ceases to be an Eligible Employee by reason of death of the Selected Participant due to work injury, any outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter or other vesting procedures determined by the Board and/or the Delegatee, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion. The individual performance appraisal results of such Selected Participant will no longer be included as vesting conditions.
- 10.8. If a Selected Participant ceases to be an Eligible Employee by reason of death of the Selected Participant not due to work injury, on the date of the occurrence of such event, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.9. If a Selected Participant ceases to be an Eligible Employee for reasons other than those set out in Rules 10.1 to 10.8, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board and/or the Delegatee determines otherwise in its sole absolute discretion.

10.10. In the event that an Award or any part thereof to a Selected Participant vests by reason of the death of such Selected Participant, the Trustee shall hold such number of Award Shares as are equal to the vested Award Shares or the Actual Selling Price (hereinafter referred to as “**B**enefits”) on trust and to transfer the same to the legal agent of the Selected Participant within one year of the death of the Selected Participant (or such longer period as the Trustee and the Company shall agree from time to time) or, if the Benefits would otherwise become bona vacantia, the Benefits shall be forfeited and cease to be transferable and such Benefits shall be held by the Trustee as Returned Shares or funds of the Trust for the d-397.8pnElrtheth.8pnElrm34.6397.8(d-397.6614-ccheme.7.6614-Not)-43stshaT

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

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

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

**12. Trustee**

12.1. For the avoidance of doubt:

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

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

- e) a Selected Participant shall have no rights in the balance of the fractional shares arising out of consolidation of H Shares (if any) and such H Shares shall be deemed as Returned Shares for the purposes of the Scheme;
- f) in the case of the death of a Selected Participant, the Benefits shall be forfeited if no transfer of the Benefits to the legal personal representatives of the Selected Participant is made within the period prescribed in Rule 10.10 and the legal personal representatives of the Selected Participant shall have no claims against the Company or the Trustee; and
- g) in the event a Selected Participant ceases to be an Eligible Employee on or prior to the relevant Vesting Date and the Award in respect of the relevant Vesting Date shall lapse or be forfeited pursuant to the Scheme, such Award shall not vest on the







16. A

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

17. A

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

18. A C

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

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

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

19. CA C A

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

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

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

**20. A C**

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

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

**21. C A**

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

- 21.2. The Company shall bear the costs of establishing and administering the Scheme, including, for the avoidance of doubt, costs arising from communication as referred to in Rule 21.3, expenses incurred in the purchase of H Shares by the Trustee and stamp duty and normal registration fee (i.e. not being fee chargeable by the share registrar of any express service of registration) in respect of the transfer of H Shares to Selected Participants on the relevant Vesting Date. For the avoidance of doubt, the Company shall not be liable for any Tax or expenses of such other nature payable on the part of any Eligible Employee in respect of any sale, purchase, vesting or transfer of H Shares (or cash amount of equivalent value being paid), other than for any withholding tax liability of the Company or any member of the Group under applicable laws.
- 21.3. Any notice or other communication between the Company and any Eligible Employee may be given by sending the same by prepaid post or by personal delivery to, in the case

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

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

22.

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

23.

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

No.	B <sup>1</sup> 11 11 11 11	A 11 11 11 11	11 11 11 11
1	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the “Company Law”), the Securities Law of PRC (the “Securities Law”), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han 2019 No. 97), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant provisions.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the “Company Law”), the Securities Law of PRC (the “Securities Law”), <del>the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas,</del> the Guidelines on Articles of Association of Listed Companies, <del>the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han 2019 No. 97),</del> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), and other relevant provisions.</p>	<p>The deletion was made due to the repeal of the relevant regulations</p>

No.	Before Amendment	After Amendment	Comments
2	<p>Article 2 .....</p> <p>with the Business License (registration number 33030000004 4161) granted.</p> <p>.....</p>	<p>Article 2 .....</p> <p>with the Business License (registration number 330300000044161 <del>1111</del> <del>1111</del> 91330300254421649) granted.</p> <p>.....</p>	/
3	<p>Article 9 .....</p> <p>Without prejudice to the provisions of Article 244, and according to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.</p> <p>.....</p>	<p>Article 9 .....</p> <p><del>Without prejudice to the provisions of Article 244, and</del> According to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management.</p> <p>.....</p>	<p>The amendment was made accordingly due to the original Article 244 is required to be deleted as the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the "Mandatory Provisions") was abolished</p>
4	<p>Article 13 The Company shall have ordinary shares at all times. It may have other classes of shares as needed, upon approval by the authorities authorized by the State Council.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished, and the serial numbers of the subsequent articles was amended accordingly, which is also applicable to the same situation below</p>
5	<p>Article 16 The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval of the securities regulatory authorities under the State Council.</p> <p>.....</p>	<p>Article 16<del>5</del> The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval. <del>the securities regulatory authorities under the State Council</del> <del>the securities regulatory authorities under the State Council</del>.</p> <p>.....</p>	<p>The corresponding amendment was made as the regulations on the supervision and management of share issuance were revised</p>

No.	Bilingual Text	Arabic Text	Comments
6	<p>Article 17 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as “foreign shares”. The foreign shares that are listed overseas shall be referred to as “overseas-listed foreign shares”. A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.</p> <p>.....</p> <p>Approved by securities regulatory authorities under the State Council, the Company’s domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a general meeting or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas- listed foreign shares.</p>	<p>Article 17<del>6</del> The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as “domestic shares”. The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as “foreign shares”. The foreign shares that are listed overseas shall be referred to as “overseas-listed foreign shares”. A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.</p> <p>.....</p> <p><del>Approved by securities regulatory authorities under the State Council, the Company’s domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a general meeting or class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas- listed foreign shares.</del></p>	<p>The corresponding amendment was made as the regulations on the supervision and management of share issuance were revised</p>

No.	B: 2014年12月31日				A: 2014年12月31日				2014年12月31日
7	Article 18 As approved by the approval authorities of the Company authorized by the State Council, 50,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. Promoters and their respective shares subscribed are set out as follows:				Article 187 As approved by the approval authorities of the Company authorized by the State Council, 50,000,000 ordinary shares were issued to the promoters of the Company upon establishment of the Company. Promoters and their respective shares subscribed are set out as follows:				The amendment was made with reference to the Guidelines on Articles of Association of Listed Companies (the "Guidelines on Articles of Association")
	No.	Name	Number of Shares	Percentage	No.	Name	Number of Shares	Percentage	
	1.	Guan Weili	19,810,250	39.6205%	1.	Guan Weili	19,810,250	39.6205%	
	2.	Guangzhou GL Capital Investment Fund L.P.	13,416,750	26.8335%	2.	Guangzhou GL Capital Investment Fund L.P.	13,416,750	26.8335%	
	3.	Wang Hongyue	5,304,350	10.6087%	3.	Wang Hongyue	5,304,350	10.6087%	
	4.	Wang Lianyue	3,794,500	7.5890%	4.	Wang Lianyue	3,794,500	7.5890%	
	5.	Beijing CDH Weixin Venture Capital L.P.	3,347,750	6.6955%	5.	Beijing CDH Weixin Venture Capital L.P.	3,347,750	6.6955%	
	6.	Beijing CDH Weisen Venture Capital L.P.	2,326,400	4.6528%	6.	Beijing CDH Weisen Venture Capital L.P.	2,326,400	4.6528%	
	7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	3.0860%	7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	3.0860%	
	8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.5160%	8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.5160%	
	9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3980%	9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.3980%	
Total		50,000,000	100%	Total		50,000,000	100%		

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	Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, number of subscribed shares and their proportion in the share capital are set out as follows:			Upon the increase in the registered capital in March 2015, the name of shareholders of the Company, number of subscribed shares and their proportion in the share capital are set out as follows:																																																																																								
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8	<p>Article 19 Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).</p> <p>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (温州箴言康宁投资管理合夥企业(有限合伙)), Wenzhou Jiamei Kangning Investment Management L.P. (温州迦美康宁投资管理合夥企业(有限合伙)), Wenzhou Enquan Kangning Investment Management L.P. (温州恩泉康宁投资管理合夥企业(有限合伙)), Wenzhou Jiata Kangning Investment Management L.P. (温州迦特康宁投资管理合夥企业(有限合伙)) and Wenzhou Shouwang Kangning Investment Management L.P. (温州守望康宁投资管理合夥企业(有限合伙)).</p> <p>.....</p>	<p>Article 19 Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).</p> <p>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (温州箴言康宁投资管理合夥企业(有限合伙)), Wenzhou Jiamei Kangning Investment Management L.P. (温州迦美康宁投资管理合夥企业(有限合伙)), Wenzhou Enquan Kangning Investment Management L.P. (温州恩泉康宁投资管理合夥企业(有限合伙)), Wenzhou Jiata Kangning Investment Management L.P. (温州迦特康宁投资管理合夥企业(有限合伙)) and Wenzhou Shouwang Kangning Investment Management L.P. (温州守望康宁投资管理合夥企业(有限合伙)).</p> <p>.....</p>	<p>The amendment was made with reference to the Guidelines on Articles of Association</p>

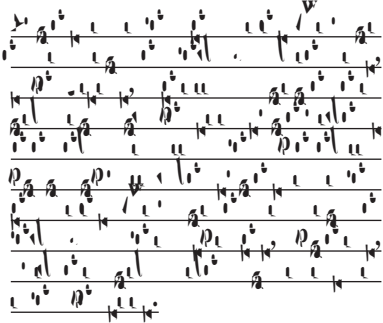
No.	Shareholder Name	Number of Shares	Percentage	No.	Shareholder Name	Number of Shares	Percentage
<p>Upon completion of the aforesaid transfer of domestic shares, the Company has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which include:</p>				<p>Upon completion of the aforesaid transfer of domestic shares, the Company <u>      </u> has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, <del>which include:</del></p>			
1.	Guan Weili	18,350,250	24.5981%	1.	Guan Weili	18,350,250	24.5981%
2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%	2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%
3.	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%	3.	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%
4.	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%	4.	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%
5.	Wang Hongyue	3,984,350	5.3409%	5.	Wang Hongyue	3,984,350	5.3409%
6.	Wang Lianyue	3,794,500	5.0864%	6.	Wang Lianyue	3,794,500	5.0864%
7.	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%	7.	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%



B				A			
15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%	15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%
16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%	16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%
17	Wenzhou Jiatai Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%	17	Wenzhou Jiatai Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%
18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%	18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%
19	Public shareholders of H shares	19,340,300	25.9252%	19	Public shareholders of H shares	19,340,300	25.9252%
Total		74,600,300	100%	Total		74,600,300	100%

No.	Before Amendment	After Amendment	Comments
9	<p>Article 21 After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Company's Board may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company's plan for issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented within 15 months upon approval by the securities regulatory authorities under the State Council, unless otherwise stipulated by the securities regulatory authorities under the State Council.</p>	/	This article was deleted as the Mandatory Provisions was abolished
10	<p>Article 22 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in tranches, subject to the approval of the securities regulatory department</p>		

No.	Before Amendment	After Amendment	Comments
11	<p>Article 23 At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the issue of H shares, the registered capital of the Company is RMB73,040,000. Upon completion of non-public issue of domestic shares in August 2018, the Company had a registered capital of RMB75,500,000.</p> <p>Prior to cancellation of repurchase of H shares in July 2020, the Company had a registered capital of RMB75,500,000.</p> <p>Upon completion of cancellation of the aforesaid the repurchase of 899,700 H shares by the Company, the registered capital of the Company is RMB74,600,300.</p>	/	<p>As the Mandatory Provisions was abolished, the update on the share capital has been stipulated in the revised Article 18. To avoid repetition, this article was deleted</p>
12	/	<p><b>Article 20</b> The Company shall have the right to request the court to annul the share repurchase agreement entered into by the Company and the relevant shareholder if the share repurchase agreement is found to be in violation of the law.</p>	<p>This article was added with reference to the Guidelines on Articles of Association</p>

1.	B's Article 27	A's Article 27	Comments
13	<p>Article 27 If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares of the Company within six months after buying those shares, or buys the shares within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six-month restriction. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p> <p>If the Company's Board does not execute in compliance with the preceding paragraph, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the Company's Board does not execute in compliance with the first paragraph, the director(s) liable shall assume joint and several responsibilities pursuant to laws.</p>	<p>Article 27<del>4</del> If a director, supervisor or senior management of the Company, or a shareholder holding more than 5% of the shares of the Company sells the shares <del>of the Company</del> within six months after buying those shares, or buys the shares within six months after selling those shares, all the gains arising thereof shall belong to the Company, and such gains shall be collected by the Board of the Company. But if a securities company underwrites unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said six-month restriction. If listing rules of the stock exchange of the place(s) in which the shares of the Company are listed provide otherwise on restrictions on transfers of H shares, such rules shall prevail.</p>  <p>If the Company's Board does not execute in compliance with the <del>the</del> <del>the</del> shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.</p> <p>If the Company's Board does not execute in compliance with the first paragraph, the director(s) liable shall assume joint and several responsibilities pursuant to laws.</p>	<p>The amendment was made with reference to the relevant clauses of the Securities Law</p>

1.	B's Article	A's Article	Comments
14	<p>Article 33 In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>	<p>Article <del>33</del><u>330</u> In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures stipulated in the Company's Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company shall not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p><del>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than by tender or in the market shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</del></p>	<p>Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

Sl. No.	Mandatory Provisions	Proposed Provisions	Comments
15	<p>Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (2) of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of Article 31 hereof may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article 31 hereof shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</p>	<p>Article 34<del>1</del> The acquisition of its shares by the Company for reasons set forth in Items (1) to (2) of <del>Article 31</del> <del>hereof</del> shall be subject to the approval at the general meeting in accordance with the provisions hereunder. The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of <del>Article 31</del> <del>hereof</del> may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under <del>Article 31</del> <del>hereof</del>, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article <del>31</del><del>28</del> hereof shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.</p>	/
16	<p>Article 36 Unless the Company has already entered the liquidation stage, it shall comply with the following provisions in buying back its issued and outstanding shares:</p> <p>.....</p>	/	This article was deleted as the Mandatory Provisions was abolished
17	<p>CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES</p> <p>From Article 37 to Article 39</p>	/	This chapter was deleted as the Mandatory Provisions was abolished

No.	Before Amendment	After Amendment	Comments
18	<p>CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS</p> <p>Article 40 The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p>	<p>CHAPTER 65 SHARE CERTIFICATES—AND—REGISTER OF SHAREHOLDERS</p> <p>Article <del>40</del><u>33</u> The Company's shares shall be in registered form.</p> <p>In addition to the particulars provided for in the Company Law, the share certificates of the Company shall clearly state such other particulars as required to be specified by the stock exchange(s) on which the Company's shares are listed.</p> <p>The Company may take the form of overseas depository receipt or other derivations of share certificate to issue overseas-listed foreign shares in accordance with laws and securities registration and depository practice of the listing venue.</p>	<p>1. The adjustment to the chapter title with reference to the Guidelines on Articles of Association, and the subsequent chapter titles were amended accordingly, which is also applicable to the same situation below;</p> <p>2. Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

A	B	A	A
	<p>During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:</p> <p>(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.</p>	<p><del>During the listing of the Company's H shares on the main board of the Hong Kong Stock Exchange, the Company shall ensure that the following statements are included in all title documents (including H shares certificates) relating to its securities listed on the Hong Kong Stock Exchange and shall instruct and procure its share registrar to reject the registration of the subscription, acquisition or transfer of shares in the name of any individual holder unless and until the individual holder submits the appropriately signed form relating to such shares to the share registrar and the form shall include the following statements:</del></p> <p><del>(1) the share purchaser and the Company and each of the shareholders, and the Company and each of the shareholders agree to observe and comply with the requirements of the Company Law, Special Provisions and other relevant laws, administrative regulations and these Articles of Association.</del></p>	

C.	B' u' s' i' l' i' t	A' s' i' l' i' t	C' A' s' i' l' i' t
	<p>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</p>	<p><del>(2) the purchaser of the shares agrees with the Company and each of the shareholders, directors, supervisors and senior management of the Company, and the Company, acting on behalf of itself and each of directors, supervisors and senior management of the Company, agrees with each of the shareholders that, they will refer to arbitration for settlement of all disputes and claims arising from these Articles of Association, or disputes and claims of rights in relation to the Company's affairs arising from any rights or obligations under the Company Law or other relevant laws and administrative regulations in accordance with the provisions of these Articles of Association, and that any referral to arbitration shall be deemed as an authorization to an arbitral court to hold a public hearing and announce its arbitration award to the public. Such award shall be final and conclusive.</del></p>	

No.	Bharatiya	Amended	Comments
	<p>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.</p> <p>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</p>	<p><del>(3) the purchaser of the shares agrees with the Company and each of the shareholders of the Company that the shares of the Company may be freely transferable by the holder.</del></p> <p><del>(4) the purchaser of the shares authorizes the Company to enter into a contract on his behalf with each of the directors and senior management, pursuant to which the directors and senior management undertake to observe and perform their duties owed to the shareholders under the Articles of Association.</del></p>	
19	<p>Article 41 The share certificates shall be signed by the chairman of the Board. Where the signatures of senior management of the Company are required by the stock exchange(s) on which the Company's shares are listed, the share certificates shall also be signed by such senior management. The share certificates shall become effective after the Company seal is affixed thereto or printed thereon. Under authorization of the Board, the Company may stamp on share certificate. The signature of legal representative or of senior management on the share certificates may also be in printed form. In the circumstance of paperless issuance and trading of the shares of the Company, provisions otherwise provided by local securities regulatory authorities of the place(s) in which shares of the Company are listed shall prevail.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished and currently the paperless regime has been implemented when issuing shares</p>

Sl. No.	Before Amendment	After Amendment	Remarks
20	<p>Article 42 The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, and shall enter therein the following particulars:</p> <p>(1) The name, address (domicile), occupation or nature of each shareholder;</p> <p>(2) The class and number of shares held by each shareholder;</p> <p>(3) The amount paid or payable for the shares held by each shareholder;</p> <p>(4) The serial number of the shares held by each shareholder;</p> <p>(5) The date on which each shareholder is registered as a shareholder;</p> <p>(6) The date on which each shareholder ceases to be a shareholder.</p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	<p>Article 42<del>34</del> The Company shall establish a register of shareholders in accordance with evidence from the securities registration organization, <del>and shall enter therein the following particulars:</del></p> <p><del>(1) The name, address (domicile), occupation or nature of each shareholder;</del></p> <p><del>(2) The class and number of shares held by each shareholder;</del></p> <p><del>(3) The amount paid or payable for the shares held by each shareholder;</del></p> <p><del>(4) The serial number of the shares held by each shareholder;</del></p> <p><del>(5) The date on which each shareholder is registered as a shareholder;</del></p> <p><del>(6) The date on which each shareholder ceases to be a shareholder.</del></p> <p>The register of shareholders is the conclusive evidence of shareholders' holding of the Company's shares, unless otherwise with opposite evidence.</p>	<p>The amendment was made with reference to the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

No.	Before Amendment	After Amendment	Comments
21	Article 44 to Article 46, and Article 49 to Article 52 .....	/	These articles were deleted as the Mandatory Provisions was abolished
23	CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS	/	The adjustments, such as deleting this chapter title and including the original articles of this chapter into "CHAPTER 5 SHAREHOLDERS", were made with reference to the Guidelines on Articles of Association
24	<p>Article 53 The Company's shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</p> <p>Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>Article <del>53</del><u>38</u> The Company's shareholders are persons who lawfully hold shares of the Company and whose names have been registered in the register of shareholders.</p> <p><del>Shareholders shall enjoy rights and have obligations according to the class and number of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.</del></p> <p>Shareholders of every class shall enjoy equal rights in the distribution of dividend or distribution in any other form.</p> <p>Where a shareholder of the Company is a legal person, his legal representative or the nominee of his legal representative shall exercise, on behalf of him, his rights.</p>	<p>The adjustment was made with reference to the Guidelines on Articles of Association, and certain contents of this article have been stipulated in the amended Article 34. To avoid repetition, certain contents of this article were deleted</p>

Sl. No.	Bharatiya	Amended	Proposed
	<p>Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</p> <p>(1) The Company needs not register more than four persons as joint shareholders for any share;</p> <p>(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.</p> <p>In the circumstance of joint shareholders:</p> <p>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</p>	<p><del>Where two or more persons registered as joint shareholders of any share, they shall be deemed as joint holders of the relevant share, and shall be subject to the following terms:</del></p> <p><del>(1) The Company needs not register more than four persons as joint shareholders for any share;</del></p> <p><del>(2) All joint shareholders of any share shall bear the joint liabilities for all the payable amount of the relevant share.</del></p> <p><del>In the circumstance of joint shareholders:</del></p> <p><del>(1) In case of death of one of the joint shareholders, only the other surviving joint shareholder(s) shall be deemed by the Company as owner of the shares, but for the purpose of revising the register of shareholder, the Board shall be entitled to demand the surviving joint shareholder(s) to provide a death certificate as the Board thinks fit.</del></p>	

A	B	A	A
1.	B	A	A
	<p>(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</p> <p>Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</p>	<p><del>(2) For joint shareholders of any share, the person whose name stands first in the register of shareholders shall be entitled to receive share certificate of the relevant share, receive notice from the Company, and the service of notice to the aforesaid person shall be deemed as service of notice to all joint shareholders. Any of the joint shareholders may sign a proxy form; provided, however, where the number of the joint shareholders presenting in person or by proxy at a meeting is more than one, the vote cast, no matter in person or by proxy, by the shareholder whose name appears in prior sequence shall be regarded as the sole and exclusive vote on behalf of the rest joint shareholders. For the purpose of such voting, the shareholder's priority shall be determined in accordance with the sequence of the joint shareholders holding Relevant Shares as prescribed in the Company's register of shareholders.</del></p> <p><del>Where one of the joint shareholders delivers a receipt to the Company as regards to any dividends, bonus or return of capital which shall be distributed to such joint shareholders, such receipt shall be deemed as a valid receipt from such joint shareholders to the Company.</del></p>	

No.	Bharatiya	Articles	English
25	<p>Article 54 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and profit distributions in other forms according to the number of shares held by them;</p> <p>(2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company's operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association;</p> <p>(5) To obtain relevant information in accordance with these Articles of Association of the Company, which shall include:</p> <p>1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;</p>	<p>Article <u>5439</u> Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) To receive dividends and profit distributions in other forms according to the number of shares held by them;</p> <p>(2) To request, convene, host, participate in or appoint proxy to attend general meeting and exercise corresponding voting rights in accordance with the law;</p> <p>(3) To monitor, make suggestions or question the Company's operation;</p> <p>(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, listing rules of the stock exchange of the place(s) in which the shares of the Company are listed, as well as provisions of these Articles of Association;</p> <p>(5) To obtain relevant information in accordance with these Articles of Association of the Company, which shall include:</p> <p>1. Obtaining these Articles of Association of the Company after payment of a charge to cover the costs;</p>	

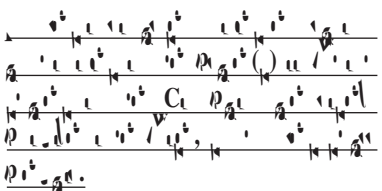
A	B	A	A
	<p>2. Having the right to access and make a copy, after payment of reasonable charges, of:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) personal information of the directors, supervisors and senior management of the Company, including:</p> <p>a current and previous names and aliases;</p> <p>b main address (domicile);</p> <p>c nationality;</p> <p>d full-time and all other part-time occupations and duties;</p> <p>e identification credentials and their numbers.</p> <p>(3) the status of the Company's issued share capital;</p> <p>(4) reports of the aggregate par value, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;</p> <p>(5) bonds stubs, minutes of general meetings, special resolutions of the Company, resolutions of board meetings, resolutions of the meetings of Supervisory Committee and financial reports;</p> <p>(6) the Company's most recent audited financial statements, and report of the Board, auditors and the board of supervisors;</p>	<p><del>2. Having the right to access and make a copy, after payment of reasonable charges, of:</del></p> <p><del>(1) all parts of the register of shareholders;</del></p> <p><del>(2) personal information of the directors, supervisors and senior management of the Company, including:</del></p> <p><del>a current and previous names and aliases;</del></p> <p><del>b main address (domicile);</del></p> <p><del>e nationality;</del></p> <p><del>d full-time and all other part-time occupations and duties;</del></p> <p><del>e identification credentials and their numbers.</del></p> <p><del>(3) the status of the Company's issued share capital;</del></p> <p><del>(4) reports of the aggregate par value, number and highest and lowest prices of each class of shares bought back by the Company since the last financial year as well as all the expenses paid by the Company therefor;</del></p> <p><del>(5) bonds stubs, minutes of general meetings, special resolutions of the Company, resolutions of board meetings, resolutions of the meetings of Supervisory Committee and financial reports;</del></p> <p><del>(6) the Company's most recent audited financial statements, and report of the Board, auditors and the board of supervisors;</del></p>	

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

Sl. No.	Before Amendment	After Amendment	Comments
26	<p>Article 61 The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.</p> <p>The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.</p>	<p>Article <del>61</del><b>46</b> The controlling shareholder or de facto controller of the Company shall not use his connected relationship to damage the Company's interests. In case of a breach resulting in damage to the Company, he shall be liable for compensation.</p> <p>The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and public shareholders. The controlling shareholder shall strictly exercise his rights as a capital contributor in compliance with the law. The controlling shareholder shall not make use of its position to damage the lawful interests of the Company and public shareholders in the distribution of profits, restructuring of assets, foreign investment, misappropriation of assets, borrowing or loan guarantee, and shall not make use of his controlling position to damage the interests of the Company and public shareholders.</p>	<p>Certain contents of this article were deleted as the Mandatory Provisions was abolished</p>

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

u.	B' u' a' r' i' l' u'	A' u' a' r' i' l' u'	u' a' r' i' l' u'

C.	B	A	C
29	<p>Article 69 Two of independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p>	<p>Article <del>69</del><sup>54</sup> Two of Independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p> 	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Before Amendment	After Amendment	Remarks
30	<p>Article 71 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>Article <del>71</del><sup>56</sup> Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting <del>or class meeting</del> according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting <del>or class meeting</del>. The Board shall, in accordance with the requirements of law, administrative regulations and these Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting <del>or class meeting</del> within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting <del>or class meeting</del>, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

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

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

No.	Current Provision	Amended Provision	Comments
33	<p>Article 79 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 20 Hong Kong business days before an annual general meeting is held, or 10 Hong Kong business days or 15 days (whichever is earlier) before an extraordinary general meeting is held. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	/	<p>As the Mandatory Provisions was abolished, and provisions on notice has been stipulated in the revised Article 60. To avoid repetition, this article was deleted</p>

S. No.	Proposed	Amended	Remarks
34	<p>Article 82 All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf.</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general meeting;</p> <p>(2) The right to demand by himself or jointly with others in voting by way of poll;</p> <p>(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Article <del>82</del><u>66</u> All shareholders on the register of shareholders on the shareholding record date shall be entitled to attend the general meeting, and vote in accordance with the provisions of the relevant laws, regulations and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one or more persons (who may not be necessarily a shareholder) as his proxies to attend and vote on his behalf.</p> <p>Such proxies may exercise the following rights as entrusted by the shareholder:</p> <p>(1) The shareholder’s right to speak at the general meeting;</p> <p>(2) The right to demand by himself or jointly with others in voting by way of poll;</p> <p>(3) Unless otherwise provided in the applicable listing rules or other securities laws and regulations, the right to vote may be exercised either by a show of hands or by poll. However, if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by poll.</p>	<p>Part of this article was deleted as the Mandatory Provisions was abolished</p>

u.	B <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup>	A <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup>	u <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup> u <sup>u</sup>
	If a shareholder is a recognized		

Sl. No.	Proposed Amendment	Current Provision	Remarks
35	<p>Article 85 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>Article <del>85</del><u>69</u> The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p>The relevant content of this article was deleted as the Mandatory Provisions was abolished</p>
36	<p>Article 86 Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p>Article 86 <del>70</del> Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p>The relevant content of this article was deleted as the Mandatory Provisions was abolished</p>

Sl. No.	Before Amendment	After Amendment	Remarks
37	<p>Article 102 to Article 103:</p> <p>.....</p>	/	<p>These articles were deleted as the Mandatory Provisions was abolished</p>
38	<p>Article 105 The following matters shall be passed by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital and issue of any kinds of shares, warrants and other similar securities by the Company;</p> <p>(2) Issue of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company;</p> <p>(4) Amendment to these Articles of Association;</p> <p>(5) Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) Equity incentive plan;</p> <p>(7) Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.</p>	<p>Article <del>105</del><u>87</u> The following matters shall be passed by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction in the registered capital <del>and issue of any kinds of shares, warrants and other similar securities by the Company;</del></p> <p><del>(2)</del> Issue of corporate bonds;</p> <p><del>(3)</del> Division, merger, dissolution and liquidation of the Company or change of form of incorporation of the Company;</p> <p><del>(4)</del> Amendment to these Articles of Association;</p> <p><del>(5)</del> Acquisition and disposal of material assets within one year by the Company and events that involve a guarantee amount exceeding 30% of the latest audited total assets of the Company;</p> <p><del>(6)</del> Equity incentive plan;</p> <p><del>(7)</del> Other matters required by the laws, administrative regulations, listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed and these Articles of Association or those resolved at the general meeting by way of ordinary resolutions and deemed to be of significant impact to the Company and thereby required to be passed by way of special resolutions.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Current Provisions	Amended Provisions	Comments
39	<p>Article 106 The chairman of the meeting shall be held responsible for deciding whether or not a resolution of the general meeting has been passed according to the voting results. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</p>	<p>Article <del>106</del><sup>88</sup> The chairman of the meeting shall <del>be held responsible for deciding whether or not a resolution of the general meeting has been passed. His decision shall be final and shall be announced at the meeting and recorded in the minutes of meeting.</del></p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>
40	<p>CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS</p> <p>Article 110 to Article 117:</p> <p>.....</p>	<p style="text-align: center;">/</p>	<p>This chapter was deleted in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>
41	<p>CHAPTER 10 BOARD OF DIRECTORS</p>	<p>CHAPTER <del>10</del><sup>7</sup> BOARD OF DIRECTORS</p>	<p style="text-align: center;">/</p>
42	<p>Article 120 The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.</p> <p>Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.</p>	<p>Article <del>120</del><sup>94</sup> <del>The notice concerning proposed nomination of a director candidate and the written notice regarding the indication of the candidate's intention to accept the nomination shall be sent to the Company with a shortest term of at least 7 days. The date of entitlement of the abovementioned term shall not be earlier than the first day upon the issue of the notice for convening the shareholder's meeting for this purpose, and the date of expiry shall not be later than 7 days prior to the date of convening the shareholder's meeting.</del></p> <p>Subject to compliance with relevant laws, regulations and the Listing Rules, a director can be removed by way of an ordinary resolution passed on a general meeting before the expiry of his term of office. Such removal does not prejudice the director's claim for damages pursuant to any contract.</p>	<p>The amendment was made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</p>

No.	B's Article	A's Article	Remarks
43	<p>Article 126 .....</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15 of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	<p>Article 12<u>600</u> .....</p> <p>Unless otherwise provided in this section, the relevant provisions set out in Chapter 15<u>2</u> of these Articles of Association shall apply to the qualifications and obligations of independent non-executive directors. An independent non-executive director shall satisfy the following basic conditions:</p> <p>.....</p>	/
44	<p>Article 133 The Board exercises the following functions and powers:</p> <p>.....</p> <p>(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions and others;</p> <p>.....</p> <p>(19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 64 hereunder;</p> <p>.....</p>	<p>Article 133<u>07</u> The Board exercises the following functions and powers:</p> <p>.....</p> <p>(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, <u>liability</u> and others;</p> <p>.....</p> <p>(19) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article <u>6449</u> hereunder;</p> <p>.....</p>	/

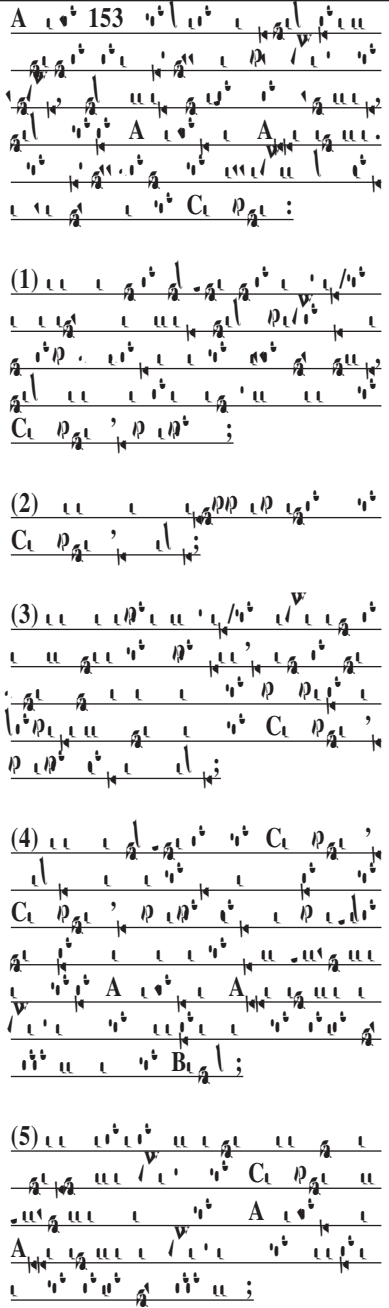
No.	Before Amendment	After Amendment	Remarks
45	<p>Article 136 When the Board is disposing of fixed assets and should the sum of the expected value of the fixed assets proposed for disposal by the Board and the value derived for the fixed assets that were disposed of within 4 months prior to such proposed disposal exceed 33% of the fixed assets value set out in the latest balance sheet recently considered by the general meetings, the Board may not dispose of or agree to dispose of such fixed assets without such prior approval by the general meeting.</p> <p>.....</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished</p>
46	<p>Article 138 The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.</p> <p>.....</p>	<p>Article <del>138</del><u>11</u> The Board meetings shall include regular meetings and extraordinary meetings.</p> <p>Regular meetings of the Board of directors shall be held at least 4 times a year. Such meetings shall be convened by the chairman of the Board. Notice of and documents for meetings shall be delivered to all directors and supervisors 14 days before the meeting is held. Regular meetings of the Board shall not include the obtaining such approval from the Board by means of circulation of written resolutions.</p> <p>The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the Supervisory Committee or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within <del>10</del><u>5</u> days upon receipt of the proposal, and shall give written notice to all directors and supervisors <del>5</del><u>3</u> days before the meeting is held.</p> <p>.....</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	Original Text	Amended Text	Comments
47	<p>Article 139 The notice of Board meetings may be delivered in the manner(s) as set out in Article 240 of these Articles of Association.</p> <p>.....</p>	<p>Article 139<del>12</del> The notice of Board meetings may be delivered in the manner(s) as set out in Article 240<del>194</del> of these Articles of Association.</p> <p>.....</p>	/
48	<p>Article 168 A supervisor shall faithfully perform his or her supervisory duties in accordance with the provisions of laws, administrative regulations and these Articles of Association.</p> <p>.....</p>	<p>Article 168<del>40</del> A supervisor shall faithfully perform his or her supervisory duties in accordance with the provisions of laws, administrative regulations and these Articles of Association.</p> <p>.....</p>	The amendment was made in accordance with the Guidelines on Articles of Association
49	<p>Article 170 The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of its members.</p>	<p>Article 170<del>43</del> The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee.</p> <p>The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of its members.</p>	The amendment was made in accordance with the Guidelines on Articles of Association
50	<p>Article 175 .....</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.</p>	<p>Article 175<del>48</del> .....</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors' votes.</p>	The amendment was made in accordance with the Guidelines on Articles of Association

Sl. No.	Proposed Amendment	Existing Provision	Comments
51	<p>Article 179 A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;</p>	<p>Article 179<del>52</del> A person may not serve as a director, supervisor or senior management of the Company if any of the following occasions occur:</p> <p>(1) A person without capacity or with restricted capacity for civil acts;</p> <p>(2) A person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or sabotaging the social economic order shall be penalized because of committing such offence; or who has been deprived of his political rights, in each case where less than 5 years have elapsed upon the completion of implementation of such punishment or deprivation;</p> <p>(3) A person who is a former director, factory manager or general manager of a company or enterprise which has undergone bankruptcy and he is personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed upon the completion of the insolvency and liquidation of the company or enterprise;</p> <p>(4) A person who is a former legal representative of a company or enterprise which its business license revoked due to a violation of the law and who incurred personal liability, where less than 3 years has elapsed upon the revocation of the business license;</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

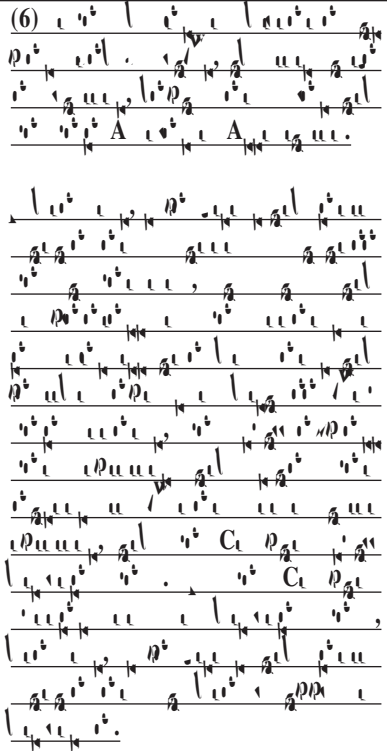
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51	<p>(5) A person who bears a relatively large amount of debts due and outstanding;</p> <p>(6) A person who is under criminal investigation or prosecution by a judicial organization for the violation of the criminal law where said investigation or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



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



u.	B u' a' i' l' i'	A u' a' i' l' i'	u' a' i' l' i'
54	/	<p>A u' 154 u' i' a' l' i' u'</p> <p>(1) u' i' C i' p' a' u' p' l' i' ;</p> <p>(2) u' i' a' i' l' i' ;</p> <p>(3) u' i' p' u' e' i' u' a' i' ;</p> <p>(4) u' i' u' i' p' u' u' u' u' ;</p> <p>(5) u' i' u' i' u' u' a' i' ;</p>	<p>This article was added in accordance with the Guidelines on Articles of Association</p>

u.	B	A	
54		<p>(6)</p> 	

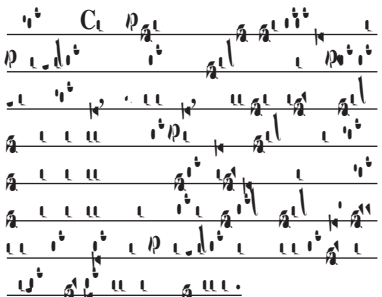
A	B	A	A
55	<p>Article 201 The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual general meeting to be convened. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred herein this Chapter.</p> <p>The financial reports mentioned in the preceding paragraph shall include the report of the Board, together with the balance sheet (including each document required to be attached thereto in accordance with the laws and administrative regulations of the PRC or others), profit and loss account or income and expenditure statement, or (to the extent that it is not in violation of the relevant PRC laws) the summary of financial reports approved by Hong Kong Stock Exchange.</p> <p>At least 21 days before the annual general meeting is convened, and in any event no more than four months from the end of the relevant year, the Company shall deliver the foregoing reports to each holder of overseas-listed foreign shares by postage-paid mail or other means (including through posting at the Company website or other websites as designated by the relevant stock exchange or sent by electronic means) permitted by the laws and regulations or listing rules of the stock exchange(s) in the place(s) in which the shares are listed, at the recipient's address as registered in the shareholders register.</p> <p>The Company shall also send interim financial reports to each holder of overseas-listed foreign shares for the first six months of each fiscal year. The time of delivery shall be three months upon the completion of such six-month period.</p>	/	<p>This article was deleted in accordance with the Guidelines on Articles of Association</p>

No.	Original Text	Amended Text	Comments
56	<p>Article 206 The common capital reserve shall include the following funds:</p> <p>(1) the premiums obtained from the issue of shares in excess of the par;</p> <p>(2) such other revenue required to be included in the capital common reserve by the State Council's competent department in charge of finance.</p>	/	This article was deleted as the Mandatory Provisions was abolished
57	<p>Article 211 The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p>The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	<p>Article <del>211</del><u>169</u> The Company shall appoint a receiving agent for holders of overseas-listed foreign shares to collect on behalf of the relevant shareholders the dividends distributed and other funds payable in respect of overseas listed foreign shares.</p> <p>The receiving agent appointed by the Company shall meet the requirements of the laws of the place(s) of such listing, or the relevant provisions of the stock exchange(s) of such listing.</p> <p><del>The receiving agent appointed by the Company for holders of overseas-listed foreign shares listed on the HK Stock Exchange shall be a trust company registered pursuant to the Trustee Ordinance of Hong Kong.</del></p> <p>Subject to complying with the relevant PRC laws and regulations and the provisions of the Hong Kong Stock Exchange, the Company may exercise the right to forfeit unclaimed dividends, but such right shall not be exercised until and upon the expiration of the applicable corresponding limitation period after the dividend has been declared to be distributed.</p>	The amendment was made in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

No.	Burmese text	Arabic text	English text
57	<p>The Company has the right to cease delivering such dividend warrants by post to holders of overseas-listed foreign shares, provided that such power shall not be exercised until and such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may also be exercised by the Company should such warrant be undelivered and returned for the first attempt of delivery.</p> <p>In the event of exercising the right to issue warrants to holders, no new warrants shall be issued to replace the lost ones unless the Company confirms, without any reasonable doubts, that the original warrants have been destroyed.</p> <p>The Company has the right to sell the shares of a holder of the overseas-listed foreign shares where such holder cannot be contacted in such manner deemed to be appropriate by the Board but the Company must observe the following conditions:</p> <p>(1) during a period of twelve years, there have been at least three distribution of such dividends in respect of the shares in question and no dividend during that period has been claimed;</p> <p>(2) upon the expiry of the twelve-year period, the Company shall give a notice stating its intention to sell the shares by way of an announcement published in one or more newspaper in the place where the Company is listed and shall notify the stock exchange(s) of such listing of such shares of such intention.</p>	<p>The Company has the right to cease delivering such dividend warrants by post;</p>	



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Sl. No.	Before Amendment	After Amendment	Remarks
60	<p>Article 216 An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the accounting firm of the Company.</p>	<p>Article <del>216</del><u>175</u> An accounting firm engaged by the Company shall be entitled to the following rights:</p> <p>(1) the right of access, at any time, to the account books, records or vouchers of the Company and the right to require directors and other senior management of the Company to provide the relevant information and explanation;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanation necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which all shareholders have a right to receive, and to be heard at any general meetings on any matter which is related to it as the accounting firm of the Company.</p> 	<p>The amendment was made in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

No.	Before Amendment	After Amendment	Remarks
61	Article 217 to Article 218, and Article 220:  .....	/	These articles were deleted as the Mandatory Provisions was abolished
62	Article 219 The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.	Article <del>219</del> <u>176</u> The amount of remuneration of an accounting firm or the manner in which the remuneration is determined shall be decided upon by the general meeting. <del>The amount of remuneration of the accounting firm appointed by the Board shall be decided by the Board.</del>	The amendment was made in accordance with the Guidelines on Articles of Association

S. No.	Proposed	Existing	Comments
63	<p>Article 221 Where the Company dismisses or no longer reappoint an accounting firm, .....</p> <p>(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:</p> <ol style="list-style-type: none"> <li>1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or</li> <li>2. any other such occasions that shall be presented.</li> </ol> <p>(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.</p>	<p>Article <del>221</del><u>177</u> Where the Company dismisses or no longer reappoint an accounting firm, .....</p> <p><del>(1) The accounting firm may resign from its position through by placing the resignation notice in writing at the legal address of the Company. Such notice shall take effect since the date on which it is placed at the legal address of the Company or a later date as specified in the notice. The notice shall include the following statements:</del></p> <ol style="list-style-type: none"> <li><del>1. in its opinions that its resignation does not involve any statement that should be made to shareholders or creditors of the Company; or</del></li> <li><del>2. any other such occasions that shall be presented.</del></li> </ol> <p><del>(2) Within 14 days upon the receipt of such notice in writing as referred to in paragraph (1) of this Article, the Company shall deliver a copy of the notice to the competent authorities. Provided that the notice contains such statements as above mentioned in paragraph (1) 2. of this Article, the Company shall prepare and place copies of such statements at the company for inspection by shareholders. The Company shall also deliver duplicates of such foregoing statements by postage prepaid mail to each holder of overseas-listed foreign shares at the recipient's address registered in the shareholders register, or, subject to observing the applicable laws, regulations and listing rules, the Company shall post such information at the company website or such site specified by the stock exchange(s) of the place(s) where the Company's shares are listed.</del></p>	<p>Certain content of this article was deleted as the Mandatory Provisions was abolished</p>

No.	B	A	C
	<p>(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</p>	<p><del>(3) If the accounting firm's resignation notice contains any statement referred to in paragraph (1) 2. of this Article, the accounting firm may request the Board to convene an extraordinary general meeting of shareholders to hear its explanations on the situation of its resignation.</del></p>	
64	<p>Article 222 The merger or division of the Company shall require the proposal put forward by the Board. After such proposal has been passed in accordance with the procedures specified in the Articles of Association of the Company, the relevant examination and approval procedures regarding such proposal shall be carried out according to laws. Shareholders that object to such proposal on the merger or division of the Company shall have the right to require the Company or shareholders who are in favor of such proposal on merger or division to purchase their shares at a fair price. The contents of such resolutions approving the merger or division of the Company shall be compiled into a special document for inspection by shareholders.</p> <p>For holders of overseas-listed foreign shares, the foregoing documents shall be served by post or in a manner permitted by the relevant laws, regulations or listing rules of the stock exchange(s) of the place(s) where the shares of the Company are listed.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished</p>

No.	Before Amendment	After Amendment	Comments
65	<p>Article 226 The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances:</p> <p>(1) Any of the causes for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Company;</p> <p>(4) The Company is declared bankrupt according to laws for being unable to pay its due debts;</p> <p>(5) Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p>(6) In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.</p>	<p>Article <del>226</del><u>181</u> The Company shall be dissolved and liquidated pursuant to laws should the Company be under any of the following circumstances:</p> <p>(1) Any of the causes for dissolution as stipulated in these Articles of Association is present;</p> <p>(2) The general meeting resolves to dissolve it;</p> <p>(3) It is necessary to be dissolved due to merger or division of the Company;</p> <p><del>(4) The Company is declared bankrupt according to laws for being unable to pay its due debts;</del></p> <p><del>(5)</del> Its business license is revoked or it is ordered to close down or to be dissolved according to laws; or</p> <p><del>(6)</del> In the event that the Company has encountered serious difficulties in operation and management and that the interests of the shareholders of the Company are caused to suffer from substantial loss due to the continuing existence of the Company while such issue cannot be solved by any other means, the shareholders who hold 10% or more of the voting rights of all the shareholders of the Company may file an application with the people's court to dissolve the Company pursuant to laws.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association as the Mandatory Provisions was abolished</p>

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

S. No.	Proposed Clause	Amendment	Remarks
67	<p>Article 228 If the Board decides that the Company shall be liquidated (except for such liquidation as a result of the Company's declared bankruptcy), the notice of the general meeting convened for such purpose shall include a statement to the effect that the Board has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay off its debts in full within 12 months after the liquidation has commenced.</p> <p>The functions and powers of the Board shall terminate immediately after the general meeting has passed the resolution regarding the carrying out of liquidation.</p> <p>The liquidation team shall take instructions from the general meeting and shall report to the general meeting on the liquidation team's income and expenditure, the business of the Company and the progress of the liquidation at least once per year. It shall make a final report to the general meeting upon the completion of such liquidation.</p>	/	<p>This article was deleted as the Mandatory Provisions was abolished</p>

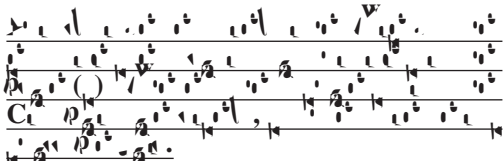
序	B 的 条 文 内 容	A 的 条 文 内 容	说 明
68	<p>Article 233 Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, a revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit the same to the general meeting or the people's court for confirmation. And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents to the company registration authority to apply for the company de-registration, and to announce that the Company is terminated.</p>	<p>Article <del>233</del><u>187</u> Following the completion of the liquidation of the Company, the liquidation team shall prepare a liquidation report, and a <del>revenue and expenditure statement and financial accounts in respect of the liquidation period and, after verification thereof by a certified public accountant in China, such committee shall submit</del> the same to the general meeting or the people's court for confirmation. <del>And within 30 days from the date of said confirmation made by the general meeting or the people's court's, the Company shall submit the foregoing documents</del> and <u>4</u> to the company registration authority to apply for the company de-registration; and <del>to</del> announce that the Company is terminated.</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

No.	B	A	C
69	<p>CHAPTER 20 NOTICE</p> <p>Article 240 Notices of the Company may be served through means as follows:</p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English language, or accompanied by a certified English translation.</p> <p>.....</p>	<p>CHAPTER <del>20</del><u>17</u> NOTICE</p> <p>Article <del>240</del><u>194</u> Notices of the Company may be served through means as follows:</p> <p>.....</p> <p>Unless the context otherwise requires, “announcement” referred to in these Articles of Association shall refer to if issued to domestic shareholders or within the PRC as required under relevant regulations and these Articles of Association, the announcement published in such Chinese newspapers as specified by the PRC laws and regulations or the securities regulatory agency under the State Council; and if issued to holders of H shares or in Hong Kong as required under the relevant provisions or these Articles of Association, the announcement being published in such Hong Kong newspapers as specified in relevant listing rules. <del>All notices or other documents required under Chapter 13 of the Listing Rules to be sent by the Company to the Hong Kong Stock Exchange shall be in English language, or accompanied by a certified English translation.</del></p> <p>.....</p>	/
70	<p>CHAPTER 21 SETTLEMENT OF DISPUTES</p> <p>Article 244 The Company shall comply with the following rules in settling disputes:</p> <p>.....</p>	/	This chapter was deleted as the Mandatory Provisions was abolished

Sl. No.	Before Amendment	After Amendment	Remarks
71	<p>CHAPTER 22 SUPPLEMENTARY ARTICLES</p> <p>Article 245 Definition:</p> <p>(1) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take- over of the Company’s voting rights by any one of them.</p> <p>.....</p>	<p>CHAPTER <del>22</del><sup>2218</sup> SUPPLEMENTARY ARTICLES</p> <p>Article <del>245</del><sup>198</sup> Definition:</p> <p>(1) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take- over of the Company’s voting rights by any one of them.</p> <p>.....</p> <p>(<del>2</del>) In these Articles of Association, “acting in concert” means the act of two or more people that in form of agreement (whether oral or written) have reached a consensus over achieving the purpose of controlling the Company or consolidating such control through take- over of the Company’s voting rights by any one of them.</p> <p>.....</p>	<p>The amendment was made in accordance with the Guidelines on Articles of Association</p>

As a result of addition and deletion of articles, numbering of the original articles of the Articles of Association has been adjusted and hence those cross-referenced articles have been adjusted accordingly, which are not showed separately.

No.	Before Amendment	After Amendment
1	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders, to further define the scope of duties and powers of the general meeting of the Company, and to regulate its organization and acts, thereby to ensure its duties are duly performed in the general meeting according to laws with high efficiency, these Rules and Procedures for General Meetings (the “Rules”) are formulated pursuant to relevant laws and regulations including the Company Law of PRC (the “Company Law”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, and the Guidelines for Articles of Association of Listed Companies and relevant rules under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of Wenzhou Kangning Hospital Co., Ltd. (applicable upon H Shares Listing) (the “Articles of Association”).</p>	<p>Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the “Company”) and its shareholders, to further define the scope of duties and powers of the general meeting of the Company, and to regulate its organization and acts, thereby to ensure its duties are duly performed in the general meeting according to laws with high efficiency, these Rules and Procedures for General Meetings (the “Rules”) are formulated pursuant to relevant laws and regulations including the Company Law of PRC (the “Company Law”), <del>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, and</del> the Guidelines for Articles of Association of Listed Companies and relevant rules under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Articles of Association of Wenzhou Kangning Hospital Co., Ltd. <del>(applicable upon H Shares Listing)</del> (the “Articles of Association”).</p>
2	<p>Article 6 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year.</p> <p>In the event of any circumstances as stipulated under the Articles of Association, the Company shall convene a class meeting. Shareholders who hold different classes of shares shall be shareholders of different classes. In addition to the holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</p>	<p>Article 6 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding financial year.</p> <p><del>In the event of any circumstances as stipulated under the Articles of Association, the Company shall convene a class meeting. Shareholders who hold different classes of shares shall be shareholders of different classes. In addition to the holders of other classes of shares, holders of domestic shares and overseas-listed foreign shares are deemed to be different classes of shareholders.</del></p>

No.	B	A
3	<p>Article 9 Two of independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent nonexecutive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p>	<p>Article 9 Two of independent non-executive directors are entitled to propose to convene an extraordinary general meeting to the Board. Concerning the proposal of convening an extraordinary general meeting requested by the independent nonexecutive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.</p> <p>.....</p> 
4	<p>Article 11 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>Article 11 Shareholders holding more than 10% of shares (individually or collectively with others) shall be entitled to request to convene an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the Board to convene an extraordinary general meeting or class meeting. The Board shall, in accordance with the requirements of law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p> <p>(2) If the Board agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of convening the general meeting within 5 days upon being resolved by the Board. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>

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

No.	B	A
5	<p>Article 15 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>	<p>Article 15 Where an general meeting is convened by the Company, it shall issue a written notice 45-20 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.</p> <p style="text-align: center;">15</p> <p>When calculating the time limit of the notice, the date of the meeting convened shall be excluded.</p>
6	<p>Article 16 The Company shall calculate the number of shares with voting rights represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of shares with voting rights represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's shares with voting rights, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.</p> <p>An extraordinary general meeting shall not pass a resolution on matters not specified in the notice.</p>	/

A	B	A
7	<p>Article 19 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company’s website or other website designated by stock exchange where the Company’s shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.</p>	/
8	<p>Article 22 .....</p> <p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting or class meeting of shareholders. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>	<p>Article 22<u>0</u> .....</p> <p>If a shareholder is a recognized clearing house or its agent within the meaning of the relevant regulations imposed in Hong Kong from time to time, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting <del>or class meeting of shareholders</del>. However, if more than one proxies are appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and signed by authorized proxies of recognized clearing house. Such authorized proxies are entitled to attend the meeting on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or their agent, as if they were the individual shareholders of the Company.</p>

S. No.	B	A
9	<p>Article 25 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	<p><del>Article 25</del> <u>Article 253</u> <del>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of convening the meeting 24 hours prior to convening of the meeting at which the proxy is authorized to vote or 24 hours prior to the designated time of voting. Where the instrument is signed by another person authorized by the principal, the authorization letter or other documents authorizing the signatory shall be notarized. The notarized authorized letter or other authorized documents shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other places as specified in the notice of convening the meeting.</del></p> <p>Where the principal is a legal person, its statutory representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>
10	<p>Article 26 Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>	<p><del>Article 26</del> <u>Article 264</u> <del>Any form issued by the Board of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast vote in favour of or against each resolution and enable the shareholders to give separate instructions on each matter to be voted on at the meeting.</del></p> <p>The proxy form shall state that if the shareholder does not give specific instructions, the proxy shall vote at his/her/its own discretion.</p>

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

No.	B	A
13	<p>CHAPTER 8 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS</p> <p>Article 49 to Article 56:</p> <p>.....</p>	/
14	<p>Article 59 The Rules are formulated by the Board of Directors, and shall be appended to the Articles of Association. As approved by the general meeting, the Rules shall be effective from the date on which the overseas-listed foreign shares to be issued by the Company are being listed and traded on The Stock Exchange of Hong Kong Limited. Any amendments to the Rules shall be made through amendments proposed by the Board of Directors, and shall be effective after being approved by the general meeting.</p>	<p>Article <del>59</del> The Rules are formulated by the Board of Directors, and shall be appended to the Articles of Association. <del>As approved by the general meeting,</del> The Rules shall be effective from the date on <u>approval by the general meeting</u> <del>which the overseas-listed foreign shares to be issued by the Company are being listed and traded on The Stock Exchange of Hong Kong Limited.</del> Any amendments to the Rules shall be made through amendments proposed by the Board of Directors, and shall be effective after being approved by the general meeting.</p>

...: As a result of addition and deletion of Articles, numbering of the original Articles of the Rules of Procedures for General Meetings has been adjusted and hence those cross-referenced Articles have been adjusted accordingly, which are not showed separately.



Sl. No.	B	A
3	<p>Article 6 The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the board of supervisors or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within 10 days upon receipt of the proposal, and shall give written notice to all directors and supervisors 5 days before the meeting is held.</p> <p>.....</p>	<p>Article 6 The chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors or the board of supervisors or the general manager may propose the holding of an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the extraordinary meeting of the Board within <del>10</del><u>5</u> days upon receipt of the proposal, and shall give written notice to all directors and supervisors <del>5</del><u>3</u> days before the meeting is held.</p> <p>.....</p>
4	<p>Article 8 For a regular meeting, the Office shall give a written notice, together with the materials, to all directors, supervisors, the general manager and secretary to the Board fourteen days in advance. For an extraordinary meeting, the chairman shall instruct the secretary to the Board to give a notice 5 days in advance. For the notice not sent by hand, the Office shall confirm receipt through phone and keep relevant records.</p> <p>In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in clause 1 of this Article, provided that reasonable notice shall be given to directors, supervisors and the general manager.</p>	<p>Article 8 For a regular meeting, the Office shall give a written notice, together with the materials, to all directors, supervisors, the general manager and secretary to the Board fourteen days in advance. For an extraordinary meeting, the chairman shall instruct the secretary to the Board to give a notice <del>5</del><u>3</u> days in advance. For the notice not sent by hand, the Office shall confirm receipt through phone and keep relevant records.</p> <p>In case of urgency, the extraordinary board meeting may be held upon approval by the chairman of the Board, not being subject to the requirement of meeting notice as set out in clause 1 of this Article, provided that reasonable notice shall be given to directors, supervisors and the general manager.</p>
5	<p>Article 10 A notice of Board meeting shall include the following contents:</p> <p>(1) Date and place of meeting;</p> <p>(2) Duration of the meeting;</p> <p>(3) Causes and agenda;</p> <p>(4) Date of issuance of notice;</p> <p>(5) Convening mode.</p>	<p>Article 10 A notice of Board meeting shall include the following contents:</p> <p>(1) Date and place of meeting;</p> <p>(2) Duration of the meeting;</p> <p>(3) Causes and agenda;</p> <p>(4) Date of issuance of notice;</p> <p><del>(5) Convening mode.</del></p>

No.	B Articles	A Articles
6	<p>Article 12 Except for the situations specified in Article 144 of the Articles of Association and Article 21 of these rules and procedures where the Board reviews connected transactions, the meeting of the Board shall not be held unless more than half of the directors are present.</p> <p>.....</p>	<p>Article 12 Except for the situations specified in Article <del>144</del><b>17</b> of the Articles of Association and Article 21 of these rules and procedures where the Board reviews connected transactions, the meeting of the Board shall not be held unless more than half of the directors are present.</p> <p>.....</p>
7	<p>Article 33 The Board shall formulate these Rules, which shall be appended to the Articles of Association and, after approved at a general meeting, effective from the date of listing and trading of the overseas listed foreign shares issued by the Company on The Stock Exchange of Hong Kong Limited. Any amendment hereto shall be proposed by the Board and approved at a general meeting before taking effect.</p>	<p>Article 33 The Board shall formulate these Rules, which shall be appended to the Articles of Association and, after approved at a general meeting, effective from the date on <u>approval by the general meeting</u> <del>of listing and trading of the overseas listed foreign shares issued by the Company on The Stock Exchange of Hong Kong Limited</del>. Any amendment hereto shall be proposed by the Board and approved at a general meeting before taking effect.</p>

...: As a result of addition and deletion of Articles, numbering of the original Articles of the Rules of Procedures for Board Meetings has been adjusted and hence those cross-referenced Articles have been adjusted accordingly, which are not showed separately.

A	B	A
1	<p>Article 1 In order to ensure the standardized operation of Wenzhou Kangning Hospital Co., Ltd. (hereinafter referred to as the “Company”), enhance the efficiency and scientificity of the decision making level of the Supervisory Committee and safeguard the interests of the Company and legitimate interests of shareholders, these rules and procedures of the Supervisory Committee (the “Rules”) are hereby formulated in accordance with the overseas and domestic regulatory laws and regulations including the Company Law of the People’s Republic of China, the Mandatory Provisions for the Articles of Association of Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) as well as the Articles of Association of Wenzhou Kangning Hospital Co., Ltd. (after the issue of H shares) (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to ensure the standardized operation of Wenzhou Kangning Hospital Co., Ltd. (hereinafter referred to as the “Company”), enhance the efficiency and scientificity of the decision making level of the Supervisory Committee and safeguard the interests of the Company and legitimate interests of shareholders, these rules and procedures of the Supervisory Committee (the “Rules”) are hereby formulated in accordance with the overseas and domestic regulatory laws and regulations including the Company Law of the People’s Republic of China, <del>the Mandatory Provisions for the Articles of Association of Companies to be Listed Outside the PRC,</del> the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) as well as the Articles of Association of Wenzhou Kangning Hospital Co., Ltd. <del>(after the issue of H shares)</del> (hereinafter referred to as the “Articles of Association”).</p>
2	<p>Article 13 Voting at the meeting of Supervisory Committee shall be carried out by disclosed ballot and each supervisor shall have one vote.</p> <p>The voting intentions available to supervisors are affirmation, opposition or abstention. Every attending supervisor shall choose one out of the above. Where any supervisor does not make any choice or makes two or more choices, the chairman of the meeting shall require the supervisor to make the choice again. Otherwise, the supervisor shall be deemed to abstain from voting; any supervisor who has left the meeting midway without coming back and has not made any choice shall be deemed to abstain from voting.</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than two-thirds of the supervisors’ votes.</p>	<p>Article 13 Voting at the meeting of Supervisory Committee shall be carried out by disclosed ballot and each supervisor shall have one vote.</p> <p>The voting intentions available to supervisors are affirmation, opposition or abstention. Every attending supervisor shall choose one out of the above. Where any supervisor does not make any choice or makes two or more choices, the chairman of the meeting shall require the supervisor to make the choice again. Otherwise, the supervisor shall be deemed to abstain from voting; any supervisor who has left the meeting midway without coming back and has not made any choice shall be deemed to abstain from voting.</p> <p>Resolutions at the meeting of the board of supervisors shall be passed by more than <del>two-thirds</del> <sup>2/3</sup> of the supervisors’ votes.</p>

1.	B 1 1 1 1 1	A 1 1 1 1 1
3	<p>Article 17 The Supervisory Committee shall formulate these rules of procedures, which shall be appended to the Articles of Association and, after being approved at a general meeting, effective from the date on which the overseas listed foreign shares issued by the Company are listed and commence trading on the Stock Exchange of Hong Kong Limited. Any amendment hereto shall be proposed by the Supervisory Committee and approved at a general meeting before taking effect.</p>	<p>Article 17 The Supervisory Committee shall formulate these rules of procedures, which shall be appended to the Articles of Association and, after being approved at a general meeting, effective from the date on <u>approval by the general meeting</u> <del>which the overseas listed foreign shares issued by the Company are listed and</del> <del>commence trading on the Stock Exchange of Hong Kong Limited.</del> Any amendment hereto shall be proposed by the Supervisory Committee and approved at a general meeting before taking effect.</p>