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If you have sold or transferred all your overseas listed foreign shares (“H Shares”) in Weichai Power Co., Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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潍柴動力股份有限公司

WEICHA POWER CO., LTD.

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

(Stock Code: 2338)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 46 of this circular.

The notice convening the EGM to be held at the Company's conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 28 June 2024 at 2:50 p.m. is set out on pages 47 to 49 of this circular. Whether or not you intend to be present at the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the H-share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending, and voting at, the relevant meeting or any adjournment thereof if you so wish. For holders of A Shares, please refer to the notice of the EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.

6 June 2024

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“A Share(s)”	the A Share(s), being ordinary share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China
“Company”	濰柴動力股份有限公司 (Weichai Power Co., Ltd.), a company established in the PRC with limited liability
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 28 June 2024, the notice of which is contained in this circular
“H Share(s)”	the H Share(s), being the overseas listed foreign share(s) issued, in the capital of the Company with a RMB denominated par value of RMB1.00 each and are listed on the main board of the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings (股東大會議事規則) of the Company
“Share(s)”	the share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

LETTER FROM THE BOARD



潍柴動力股份有限公司
WEICHAI POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

Executive Directors:

Tan Xuguang (Chairman)
Zhang Quan (Vice Chairman)
Ma Changhai
Wang Decheng (Chief Executive Officer)
Sun Shaojun
Yuan Hongming
Ma Xuyao

Registered office:

197, Section A
Fu Shou East Street
High Technology Industrial
Development Zone
Weifang
Shandong Province
The People's Republic of China

Non-executive Directors:

Zhang Liangfu
Richard Robinson Smith
Michael Martin Macht

*Principal place of business
in Hong Kong:*

Rooms 3407-3408
34th Floor, Gloucester Tower
Landmark
15 Queen's Road Central
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Independent Non-executive Directors:

Jiang Yan
Chi Deqiang
Zhao Fuquan
Xu Bing
Tao Huaan

Supervisors:

Wang Yanlei
Wang Xuewen
Zhao Yongchang

6 June 2024

To: Holders of H Shares
Holders of A Shares

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR GENERAL MEETINGS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Company dated 5 June 2024 in relation to the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings.

The purpose of this circular is to provide you with, among other things, details of the proposed amendments to the Articles of Association and the Rules of Procedure for General Meetings. This circular also contains the notice convening the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given that the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (《關於股份有限公司境外募集股份及上市的特別規定》) and the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》) were abolished on 31 March 2023, in accordance with the latest “Measures for the Administration of Independent Directors of Listed Companies” (《上市公司獨立董事管理辦法》), “Guidelines to Articles of Association of Listed Companies” (《上市公司章程指引》), Hong Kong Listing Rules and other relevant laws, regulations and rules, and taking into consideration the actual circumstances and operation development needs of the Company, the Board proposes to make certain amendments to the Articles of Association.

The Board is of the view that the proposed amendments to the Articles of Association will not change the existing rights of the Company’s different classes of shareholders nor the existing arrangements for the relevant class meetings, and will not materially affect the rights of the holders of A Shares and H Shares.

The details of the proposed amendments to the Articles of Association are set out below:

(1) Cover page of the Articles of Association:

The words “(Amended at the Company’s 2023 annual general meeting held on 10 May 2024)” on the cover page of the Articles of Association be deleted in its entirety and be replaced by:

“(Amended at the Company’s 2024 first extraordinary general meeting on 28 June 2024)”

(2) Article 1 of the Articles of Association:

The words ““the PRC Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (“Special Regulations”)” in the first paragraph of the existing Article 1 be replaced by: “the “Securities Law of the People’s Republic of China” (“Securities Law”)”.

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(3) Article 4 of the Articles of Association:

The words “*Telephone No.: 0536 2297777 Facsimile No.: 0536 8197073*” in the existing Article 4 be deleted in its entirety.

(4) Article 7 of the Articles of Association:

The existing Article 7 be deleted in its entirety and replaced by:

“Commencing from the effective date of these Articles, these Articles shall regulate the Company’s organisation and conduct, the rights and obligations between the Company and its shareholders as well as between the shareholders and constitute a legally binding document.”

(5) Article 8 of the Articles of Association:

- The words “*; all of whom are entitled to claim rights concerning the affairs of the Company in accordance with these Articles*” in the first paragraph of the existing Article 8 be deleted in its entirety.
- The third paragraph of the existing Article 8 be deleted in its entirety.
- The fourth paragraph of the existing Article 8 be deleted in its entirety and replaced by:

“The other senior management officers referred to in these Articles shall mean the deputy general manager, financial controller, secretary to the Board of Directors and other senior management officers appointed by the Board of Directors.”

(6) Article 9 of the Articles of Association:

The second paragraph of the existing Article 9 be deleted in its entirety.

(7) Article 11 of the Articles of Association:

The existing Article 11 be deleted in its entirety.

LETTER FROM THE BOARD

- (8) Article 15 of the Articles of Association (to be renumbered as Article 14 in the amended Articles of Association):

The existing Article 15 be deleted in its entirety and replaced by:

“The shares of the Company shall take the form of share certificates. The shares of the Company shall be issued in accordance with the principles of open, fairness and justice. Each share of the same class shall carry the same rights.

The ordinary shares issued by the Company shall include domestic shares and foreign shares. The Company may issue other classes of shares in accordance with the relevant national laws, administrative regulations, and the relevant provisions of the CSRC and other regulatory bodies.”

- (9) Article 17 of the Articles of Association (to be renumbered as Article 16 in the amended Articles of Association):

The words *“Subject to the approval of the relevant administrative authorities for securities under the State Council,”* in the first paragraph of the existing Article 17 be replaced by: *“Subject to the registration/ filing with the relevant administrative authorities for securities under the State Council,”*.

- (10) Article 19 of the Articles of Association (to be renumbered as Article 18 in the amended Articles of Association):

The first paragraph of the existing Article 19 be deleted in its entirety and replaced by:

“The domestic shares and promoter’s foreign shares issued by the Company and listed on the Shenzhen Stock Exchange shall be referred to as the A shares. The foreign shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as the H shares.”

- (11) Article 22 of the Articles of Association:

The existing Article 22 be deleted in its entirety.

- (12) Article 23 of the Articles of Association:

The existing Article 23 be deleted in its entirety.

- (13) Article 24 of the Articles of Association (to be renumbered as Article 21 in the amended Articles of Association):

The words *“; comprising of a total of 8,726,556,821 shares with a nominal value of RMB1.00 each”* in the existing Article 24 be deleted in its entirety.

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- (14) The following new article be inserted to the Articles of Association as Article 22 in the amended Articles of Association:

“The Company or the Company’s subsidiaries (including its affiliates) shall not give any financial assistance, in the form of gift, advance, guarantee, compensation or loan, to any person who purchases or proposes to purchase shares of the Company.”

- (15) The heading of Chapter 4 of the Articles of Association be moved to before the existing Article 25, and the words “REDUCTION OF CAPITAL AND REPURCHASE OF SHARES” in the heading of Chapter 4 be replaced by: “INCREASE, DECREASE AND REPURCHASE OF SHARES”.

- (16) Article 25 of the Articles of Association (to be renumbered as Article 23 in the amended Articles of Association):

The existing Article 25 be deleted in its entirety and replaced by:

“Subject to its needs of business and development, the Company may increase the capital in accordance with the requirements of laws and regulations and resolution on the general meeting, by way of the following:

- (1) public offering of shares;*
- (2) non-public offering of shares;*
- (3) distributing bonus shares to existing shareholders;*
- (4) converting the common reserve fund to share capital;*
- (5) other methods permitted under the PRC laws and administrative rules and by CSRC.”*

- (17) Article 26 of the Articles of Association:

The existing Article 26 be deleted in its entirety.

- (18) Article 29 of the Articles of Association (to be renumbered as Article 26 in the amended Articles of Association):

- The words *“In any of the following circumstances, the Company may repurchase its outstanding shares through the procedures set out in these Articles after reporting to the relevant competent authority of the State for approval:”* in the first paragraph of the existing Article 29 be deleted in its entirety and replaced by: *“The Company may not acquire its own shares, except in any of the following circumstances:”*.

LETTER FROM THE BOARD

- The last paragraph of the existing Article 29 be deleted in its entirety and replaced by:

“The Company may adopt centralised bidding, offer or other means recognised by the laws and regulation and the CSRC to repurchase its shares. Where the Company repurchases its shares pursuant to clause (3), (5) or (6) of the first paragraph of this Article, it should be made through centralised bidding or offer.”.

- (19) Article 30 of the Articles of Association:

The existing Article 30 be deleted in its entirety.

- (20) Article 31 of the Articles of Association:

The existing Article 31 be deleted in its entirety.

- (21) Article 34 of the Articles of Association:

The existing Article 34 be deleted in its entirety.

- (22) Chapter 5 of the Articles of Association:

The existing Chapter 5 be deleted in its entirety.

- (23) A new chapter headed “TRANSFER OF SHARES” be inserted to the Articles of Association as the new Chapter 5.

- (24) The following new article be inserted to the Articles of Association as Article 29 in the amended Articles of Association:

“The shares of the Company may be transferred according to the laws.”

- (25) The existing Article 40 of the Articles of Association be renumbered as the new Article 30 in the amended Articles of Association with the words therein adjusted as follows:

“The Company shall not accept the Company’s shares as a subject of a charge.”

- (26) The existing Article 41 of the Articles of Association be renumbered as the new Article 31 in the amended Articles of Association, with the words “Shares transferable during their term of office ...” in the second paragraph of the existing Article 41 being replaced by “Shares transferable during the term of office”.

LETTER FROM THE BOARD

(27) The existing Article 42 of the Articles of Association be renumbered as the new Article 32 in the amended Articles of Association with the words in the first paragraph therein adjusted as follows:

- The words “*directors, supervisors, general manager, other senior management officers*” in the first paragraph of the existing Article 42 being replaced by “*directors, supervisors, senior management officers*”.
- The words “*However, the restriction shall not apply to a securities firm which holds 5% or more of the Company’s shares as a result of its purchasing of the untaken shares in an offer and other circumstances stipulated by CSRC.*” be inserted to the end of the first paragraph of the existing Article 42.

(28) Article 48 of the Articles of Association (to be renumbered as Article 40 in the amended Articles of Association):

The existing Article 48 be deleted in its entirety and replaced by:

“Where the Company decides to convene a general meeting, distribute dividends, liquidate and carry out other activities which would require the identification of shareholders, the Board or the convener of the general meeting shall fix the share registration date. The shareholders whose names are registered in the share register after the closing of the share registration date shall be the shareholders entitled to relevant rights and interests.

Where laws, administrative regulations, departmental rules and the stock exchanges or regulatory authorities at the place where the shares of the Company are listed stipulate on the period of closure of the register of shareholders prior to the date of a general meeting or before the share registration date for the Company’s distribution of dividends, liquidation and carrying out other activities which would require the identification of shareholders, such provisions shall prevail.”

(29) Article 53 of the Articles of Association (to be renumbered as Article 45 in the amended Articles of Association):

The words “*The Company shall establish the register of shareholders according to the proof provided by the securities registration authority, and the register of shareholders shall bear adequate evidence of the shareholders holding shares in the Company.*” be inserted in the beginning of the second paragraph of the existing Article 53.

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(30) Article 54 of the Articles of Association (to be renumbered as Article 46 in the amended Articles of Association):

- Sub-paragraph (5) in the existing Article 54 be deleted in its entirety and replaced by:

“(5) to inspect these Articles, register of shareholders, stubs of corporate bonds, minutes of general meetings, resolutions of the meetings of the Board, resolutions of the meetings of the supervisory committee, and financial and accounting reports;”

- Sub-paragraph (7) in the existing Article 54 be deleted in its entirety and replaced by:

“(7) the shareholders disagreeing with the resolution on merger or demerger by the general meeting are entitled to request the Company to acquire their shares;”

- Sub-paragraph (8) in the existing Article 54 be deleted in its entirety and replaced by:

“(8) other rights under the laws, administrative regulations, departmental rules and these Articles.”

(31) Article 59 of the Articles of Association (to be renumbered as Article 51 in the amended Articles of Association):

- Sub-paragraph (1) in the first paragraph of the existing Article 59 be deleted in its entirety and replaced by:

“(1) To comply with laws, administrative regulations and these Articles;”

- The second paragraph of the existing Article 59 be deleted in its entirety and replaced by:

“If a shareholder of the Company abuses his/her shareholder rights, thereby causing the Company or shareholders to sustain a loss, he/she shall be held liable for damages in accordance with the laws. If a shareholder of the Company abuses the independent status of the Company as a legal person and limited liability of shareholders to evade a debt, thereby materially harming the interests of a creditor of the Company, he/she shall bear joint and several liability for the debt of the Company.”

(32) Article 61 of the Articles of Association (to be renumbered as Article 53 in the amended Articles of Association):

The second sentence of the existing Article 61 be deleted in its entirety and replaced by: *“In the event of any loss to the Company arising from the violation of the provisions, they shall be liable for compensation.”*

LETTER FROM THE BOARD

- (33) Article 62 of the Articles of Association:

The existing Article 62 be deleted in its entirety.

- (34) Article 65 of the Articles of Association:

The existing Article 65 be deleted in its entirety.

- (35) Article 67 of the Articles of Association (to be renumbered as Article 57 in the amended Articles of Association):

- Sub-paragraph (13) in the existing Article 67 be deleted in its entirety.
- Sub-paragraphs (14) to (18) in the existing Article 67 be renumbered as sub-paragraphs (13) to (17).
- Sub-paragraph (17) in the existing Article 67 be deleted in its entirety and replaced by:

“(16) to examine share option incentive scheme and employee share plan;”

- (36) Article 68 of the Articles of Association (to be renumbered as Article 58 in the amended Articles of Association):

- The words *“reaches or”* in sub-paragraph (1) in the existing Article 68 be deleted.
- Sub-paragraph (6) in the existing Article 68 be deleted in its entirety and replaced by:

“(6) any guarantee provided by the Company, the amount of which in aggregate with external guarantee provided by the Company exceeds 30% of the latest audited total assets;”

- (37) Article 69 of the Articles of Association (to be renumbered as Article 59 in the amended Articles of Association):

The second paragraph of the existing Article 69 be deleted in its entirety.

- (38) Article 71 of the Articles of Association (to be renumbered as Article 61 in the amended Articles of Association):

- The first two sentences of the first paragraph of the existing Article 71 be deleted in its entirety and replaced by: *“General meetings are divided into annual general meetings and extraordinary general meetings. An annual general meeting shall be held once every year and shall be held within six months after the end of the previous accounting year.”*

LETTER FROM THE BOARD

- The words *“In the event of any of the following, the Board should convene an extraordinary general meeting within two months”* in the third paragraph of the existing Article 71 be replaced by: *“In the event of any of the following, the Company should convene an extraordinary general meeting within two months upon the occurrence of such circumstances”*
 - The word *“or”* in the sub-paragraph (5) of the third paragraph of the existing Article 71 be deleted.
- (39) Article 73 of the Articles of Association (to be renumbered as Article 63 in the amended Articles of Association):
- The words *“When calculating the time for the issuance of notices, neither the intended date of the meeting, nor the date the relevant notice was issued shall be included.”* in the first paragraph of the existing Article 73 be replaced by: *“When calculating the time for the issuance of notices, the intended date of the meeting shall be excluded.”*
 - The following new sub-paragraph (6) be inserted after sub-paragraph (5) in the third paragraph of the existing Article 73:

“(6) the timing and procedure for voting online or otherwise.”
- (40) The following new article be inserted to the Articles of Association as Article 64 in the amended Articles of Association:
- “The contents of the general meeting motions shall be within the scope of powers of the general meeting and such motions shall have precise agenda and specific matters to be resolved, and comply with the relevant provisions of the laws, administrative regulations and these Articles.”*
- (41) Article 74 of the Articles of Association (to be renumbered as Article 65 in the amended Articles of Association):
- The words *“the Board of Directors”* in the second, third and fifth paragraph of the existing Article 74 be replaced by: *“the convener”*.
 - The words *“10 business days”* in the first sentence of the second paragraph of the existing Article 74 be replaced by: *“10 days”*.
 - The first two sentences in the fourth paragraph of the existing Article 74 be replaced by: *“The convener shall review the provisional motion proposed by the shareholders. Should the motion not conform with the aforementioned principles, the convener may choose not to submit the shareholders’ motion to the general meeting for approval, but the relevant reasons and explanations should be given at such general meeting.”*

LETTER FROM THE BOARD

- (42) Article 75 of the Articles of Association (to be renumbered as Article 66 in the amended Articles of Association):

The second paragraph of the existing Article 75 be deleted in its entirety and replaced by:

“The general meeting shall not vote or resolve on the proposed motions which are not stated in the notice of the general meeting or which are not in compliance with the requirements set out in these Articles.”

- (43) Article 76 of the Articles of Association:

The existing Article 76 be deleted in its entirety.

- (44) Article 77 of the Articles of Association:

The existing Article 77 be deleted in its entirety.

- (45) Article 78 of the Articles of Association (to be renumbered as Article 67 in the amended Articles of Association):

The existing Article 78 be deleted in its entirety and replaced by:

“Notice of general meeting shall be served on the shareholders (whether or not entitled to vote at the meeting) by way of notice in the manner as specified in these Articles or in any other manner permitted by the stock exchange where the Company’s securities are listed. For the shareholders of A shares, the notice of general meeting may also be published by way of public announcement. The public announcement referred to in the above shall be published in media and the website(s) of the stock exchange(s) that comply with requirements of CSRC; upon issue of such announcement, the shareholders of A shares shall be deemed to have received the notice of the relevant general meeting.”

- (46) Article 80 of the Articles of Association:

The existing Article 80 be deleted in its entirety.

- (47) The following new article be inserted to the Articles of Association as Article 69 in the amended Articles of Association:

“All ordinary shareholders whose name were entered in the register of shareholders on the share registration date or their proxies shall have the right to attend the general meeting and exercise their voting rights and the right to speak at the general meeting in accordance with relevant laws, regulations and these Articles.

A shareholder may attend the general meeting and vote personally or appoint its proxy to attend the general meeting and exercise the right to speak and the right to vote on his/her behalf.”

LETTER FROM THE BOARD

- (48) Article 82 of the Articles of Association (to be renumbered as Article 71 in the amended Articles of Association):

The words “The instrument appointing a voting proxy shall be deposited at the residence of the Company or at such other place as specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time appointed for the passing of the resolution. If such instrument” in the first paragraph of the existing Article 82 be replaced by “If the instrument appointing a voting proxy”.

- (49) Article 86 of the Articles of Association:

The existing Article 86 be deleted in its entirety.

- (50) The following new article be inserted to the Articles of Association as Article 75 in the amended Articles of Association:

“The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders’ qualifications based on the register of shareholders provided by the securities depository and clearing body, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall end before the chairman of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of their voting shares held.”

- (51) Article 91 of the Articles of Association (to be renumbered as Article 80 in the amended Articles of Association):

- The first sentence in the first paragraph of the existing Article 91 be replaced by:

“When the shareholders (including proxies) vote at a general meeting, they shall exercise their voting rights based on the number of voting shares held by them. Save for the adoption of a cumulative voting mechanism for the election of directors and supervisors pursuant to the provisions of these Articles, each share carries one vote.”

- The following new paragraph be inserted after the first paragraph of the existing Article 91:

“If the purchase of the voting shares of the Company by a shareholder violates the provisions of clauses 1 and 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised within thirty-six months after the purchase, and such shares shall not be counted towards the total number of voting shares held by the shareholders attending the general meeting.”

LETTER FROM THE BOARD

- (52) Article 92 of the Articles of Association:

The existing Article 92 be deleted in its entirety.

- (53) Article 93 of the Articles of Association:

The existing Article 93 be deleted in its entirety.

- (54) Article 94 of the Articles of Association:

The existing Article 94 be deleted in its entirety.

- (55) Article 95 of the Articles of Association:

The existing Article 95 be deleted in its entirety.

- (56) The following new article be inserted to the Articles of Association as Article 81 in the amended Articles of Association:

“Voting on proposals at a general meeting shall be conducted by registered poll.”

- (57) The following new article be inserted to the Articles of Association as Article 82 in the amended Articles of Association:

“Other than voting by way of the cumulative voting mechanism, all the proposals shall be voted item by item at the general meeting, and different proposals concerning the same matter shall be voted in chronological order of their respective dates of submission. Unless a general meeting is suspended or no resolution can be adopted due to special reasons such as force majeure, no proposal shall be set aside or rejected for voting at the general meeting.”

- (58) Article 98 of the Articles of Association (to be renumbered as Article 85 in the amended Articles of Association):

- The words “...if they have an interest in the matters to be considered...” in the first paragraph of the existing Article 98 be replaced by: “if they have a connected relationship with the matters to be considered”.
- The words “The aggregation of data of voting on site and of voting through the internet shall be in accordance with the relevant provisions stipulated by China Securities Regulatory Commission and Shenzhen Stock Exchange. The Company and the lawyer shall confirm the compliance of the voting data and ultimately conclude on the voting result of the general meeting.” in the second paragraph of the existing Article 98 be deleted.

LETTER FROM THE BOARD

- (59) Article 101 of the Articles of Association (to be renumbered as Article 88 in the amended Articles of Association):
- Sub-paragraph (3) in the existing Article 101 be deleted in its entirety and replaced by:

“(3) Appointment and removal of the members of the Board and of the supervisory committee, their remuneration and method(s) of payment;”
 - Sub-paragraph (4) in the existing Article 101 be deleted in its entirety and replaced by:

“(4) Annual final financial report and financial budget report of the Company;”
 - The following new sub-paragraph (5) be inserted after sub-paragraph (4) in the existing Article 101:

“(5) Annual report of the Company;”
 - Sub-paragraph (5) in the existing Article 101 be renumbered as sub-paragraph (6) in Article 88 of the amended Articles of Association.
- (60) Article 102 of the Articles of Association (to be renumbered as Article 89 in the amended Articles of Association):
- Sub-paragraph (1) in the existing Article 102 be deleted in its entirety and replaced by:

“(1) the increase or reduction in share capital of the Company;”
 - The sub-paragraph (2) in the existing Article 102 be deleted in its entirety.
 - Sub-paragraph (3) in the existing Article 102 be deleted in its entirety and replaced by:

“(2) the demerger, spin-off, merger, dissolution, liquidation or change in type of the Company;”
 - Sub-paragraphs (4) to (7) in the existing Article 102 be renumbered as sub-paragraphs (3) to (6) in the amended Articles of Association.
 - Sub-paragraph (5) in the existing Article 102 be deleted in its entirety and replaced by:

“(4) any purchase or sale of substantial assets or any guarantee provided by the Company in an aggregate amount in a year of over 30% of the latest audited total assets of the Company;”

LETTER FROM THE BOARD

- The word “and” in sub-paragraph (6) in the existing Article 102 be deleted.
- Sub-paragraph (7) in the existing Article 102 be deleted in its entirety and replaced by:

“(6) such other matters as required by laws, administrative regulations or these Articles, and decided by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and required to be resolved by a special resolution.”

(61) The existing Article 121 of the Articles of Association be renumbered as the new Article 90 in the amended Articles of Association with the words “*The list of director candidates or supervisor candidates shall be submitted as motions to the general meeting for voting.*” inserted to the beginning of the paragraph.

(62) The existing Article 122 of the Articles of Association be renumbered as the new Article 91 in the amended Articles of Association.

(63) Article 103 of the Articles of Association (to be renumbered as Article 92 in the amended Articles of Association):

The words “and shall be deducted from the sums owed by the Company to the negligent directors” in the last paragraph of the existing Article 103 be deleted.

(64) Article 104 of the Articles of Association (to be renumbered as Article 93 in the amended Articles of Association):

The first paragraph in the existing Article 104 be deleted in its entirety and replaced by:

“A general meeting shall be chaired and presided over by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his duties, the meeting shall be presided over by the vice chairman of the Board. Where the vice chairman of the Board is unable to or fails to perform his duties, a majority of the directors may jointly designate a director to preside over the meeting as chairman.”

(65) Article 105 of the Articles of Association:

The existing Article 105 be deleted in its entirety.

(66) Article 106 of the Articles of Association:

The existing Article 106 be deleted in its entirety.

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- (67) The following new article be inserted to the Articles of Association as Article 94 in the amended Articles of Association:

“At annual general meetings, the Board and the supervisory committee shall report to the shareholders in respect of their work done over the previous year, and each independent director shall also submit his performance report.”

- (68) The following new article be inserted to the Articles of Association as Article 95 in the amended Articles of Association:

“The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, with the number of attending shareholders and their proxies and the total number of their voting shares being subject to those registered at the relevant general meeting.”

- (69) Article 107 of the Articles of Association (to be renumbered as Article 96 in the amended Articles of Association):

- The first paragraph of the existing Article 107 be deleted in its entirety and replaced by:

“Minutes of general meetings should be kept and the secretary to the board of directors shall be responsible for keeping such minutes.”

- The words *“The convenor shall ensure that the contents of the minutes are true, accurate and complete.”* be inserted to the beginning of the second paragraph of the existing Article 107.

- The last paragraph of the existing Article 107 be deleted in its entirety and replaced by:

“The minutes of the meeting and the attendance records signed by the attending shareholders and the proxy forms of proxies, valid record on internet voting and other means of voting, shall be kept for not less than 10 years.”

- (70) Article 109 of the Articles of Association:

The existing Article 109 be deleted in its entirety.

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- (71) The following new article be inserted to the Articles of Association as Article 98 in the amended Articles of Association:

“The convener shall ensure that the general meeting is being conducted continuingly until final decisions are made. Where special reasons such as force majeure have led to the suspension of the general meeting or failure to pass the resolution, necessary measures shall be taken to resume the general meeting as soon as possible, or to end the present general meeting directly and make an announcement timely. At the same time, the convener shall deliver a report to the branch office of the CSRC at the place where the Company resides and the stock exchange.”

- (72) The following new article be inserted to the Articles of Association as Article 99 in the amended Articles of Association:

“The resolutions of general meetings shall be announced in a timely manner, and the announcement shall specify the number of shareholders and proxies attending the meeting, the number of voting shares held by them and the percentage of such shares to the total number of voting shares of the Company, voting methods, the voting result of each proposal and the details of the resolutions passed. Where a proposal is not passed, or if a resolution of the previous general meeting is changed by the present general meeting, a special note shall be made in the announcement on the resolutions of the general meeting.”

- (73) Article 118 of the Articles of Association (to be renumbered as Article 108 in the amended Articles of Association):

- The words “, and amongst whom the vice chairman may be appointed” be inserted after the words “... one of whom shall be the chairman” in the first paragraph of the existing Article 118.
- The words “... and at least one of the independent directors must possess appropriate professional qualifications or accounting or related financial management expertise (independent directors shall mean directors who are independent of the shareholders of the Company and do not hold any internal office in the Company and the same shall apply to these Articles below)” in the second paragraph of the existing Article 118 be replaced by:

“and at least one of the independent directors must be an accounting professional (independent directors shall mean directors who do not take up any position in the Company other than as a director, do not have any direct or indirect interest with the Company, its substantial shareholder or its de facto controller, and have no relationship that may affect such directors’ independence and objectiveness, and the same shall apply to these Articles below)”

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(74) Article 119 of the Articles of Association (to be renumbered as Article 109 in the amended Articles of Association):

- The first paragraph of the existing Article 119 be deleted in its entirety and replaced by:

“Directors are elected or replaced at the general meeting, and may be removed by way of an ordinary resolution at a general meeting before the expiry of his term of office. The term of office of a director shall be three years and upon the expiration of his term, a director is eligible for re-election.

The term of office of a director shall commence from the date on which the relevant resolution is passed at a general meeting and end at the expiration of the term of the current session of the Board. If the term of office of a director expires but re-election is not made responsively, the original director shall continue to fulfill the duties as director pursuant to laws, departmental rules and these Articles until a new director is elected.”

- The last three paragraphs of the existing Article 119 be deleted in their entirety and replaced by:

“The chairman and vice chairman of the Board are elected by more than half of the total number of directors, and shall serve for a term of three years and are eligible for re-election.

A director may concurrently act as a general manager or other senior management officer, provided that the aggregate number of the directors who concurrently serve as general manager or other senior management officers shall not exceed one half of the total number of directors of the Company. A director needs not to hold any share in the Company.”

(75) Article 123 of the Articles of Association:

The existing Article 123 be deleted in its entirety.

(76) Article 124 of the Articles of Association (to be renumbered as Article 111 in the amended Articles of Association):

- The words *“and filed with CSRC”* in the first paragraph of the existing Article 124 be deleted.
- The second paragraph of the existing Article 124 be deleted in its entirety.

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(77) Article 125 of the Articles of Association (to be renumbered as Article 112 in the amended Articles of Association):

- The words “... and issue of bonds” in sub-paragraph (6) in the first paragraph of the existing Article 125 be replaced by: “, issue of bonds or other securities and their listing”
- Sub-paragraph (7) in the first paragraph of the existing Article 125 be deleted in its entirety and replaced by:

“(7) to draw up proposals for material acquisition, purchase of the Company’s shares or merger, demerger, dissolution and conversion in respect of the Company;”

- Sub-paragraph (8) in the first paragraph of the existing Article 125 be deleted in its entirety.
- Sub-paragraphs (9) to (13) in the existing Article 125 be renumbered as sub-paragraphs (8) to (12) in the amended Articles of Association.
- The words “... entrustment of financial management and connected transactions of the Company ...” in sub-paragraph (9) in the first paragraph of the existing Article 125 be replaced by: “guarantees to external parties, entrustment of financial management, connected transactions and financial assistance to external parties of the Company”
- Sub-paragraph (11) in the existing Article 125 be deleted in its entirety and replaced by:

“(10) to decide on the appointment or removal of the general manager of the Company, secretary to the Board and other senior management officers and determine their remunerations, rewards and punishments; to appoint or remove deputy general managers of the Company, financial controllers and other senior management officers of the Company based on the nominations of the general manager, and to decide on their remunerations, rewards and punishments;”

- Sub-paragraph (14) in the existing Article 125 be deleted in its entirety and replaced by:

“(13) to manage the information disclosure of the Company;

(14) to propose to the general meeting the appointment or change of the accounting firm which performs audit of the Company;”

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- The second paragraph of the existing Article 125 be deleted in its entirety and replaced by:

“Except for those matters which shall require the affirmative vote of more than two-thirds of the directors as stipulated by the laws, administrative regulations, departmental rules and these Articles, resolutions of the Board shall be passed by more than a half of all the directors.”

- The words *“The aforesaid”* in the third paragraph of the existing Article 125 be deleted.
- The fourth paragraph of the existing Article 125 be deleted in its entirety.

- (78) The following new article be inserted to the Articles of Association as Article 113 in the amended Articles of Association:

“The Board of the Company shall give explanations to the shareholders’ general meetings in respect of the non-standard opinion in the auditors’ report issued by the certified public accountants in respect of the financial reports of the Company.”

- (79) Article 126 of the Articles of Association (to be renumbered as Article 114 in the amended Articles of Association):

The first three paragraphs of the existing Article 126 be deleted in their entirety.

- (80) Article 129 of the Articles of Association (to be renumbered as Article 117 in the amended Articles of Association):

The words *“the vice chairman of the Board shall perform the relevant duties of the chairman, and where the vice-chairman of the Board is unable to or fails to perform his duties,”* be inserted after the words *“When the chairman of the Board is unable to or fails to perform his duties,”* in the second paragraph of the existing Article 129.

- (81) The following new article be inserted to the Articles of Association as Article 121 in the amended Articles of Association:

“The notice of meetings of the Board of Directors shall include the following:

- (1) *the time and venue of the meeting;*
- (2) *the mode through which the meeting is to be held;*
- (3) *the matters proposed to be considered (draft resolutions for the meeting);*
- (4) *the convener and chairman of meeting, the proposer(s) of the extraordinary meeting and his/her written proposals;*

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- (5) *the meeting materials necessary for the directors' voting;*
 - (6) *the requirement that a director shall attend the meeting in person or appoint other directors to attend the meeting on his/her behalf;*
 - (7) *the contact person and contact method."*
- (82) Article 134 of the Articles of Association (to be renumbered as Article 123 in the amended Articles of Association):
- The words *" , and shall be signed or sealed by the appointer"* be inserted after the words *"The power of attorney shall state the name of the attorney, the subject matter, scope and duration of validity"* in the first paragraph of the existing Article 134.
 - The last paragraph of the existing Article 134 be deleted in its entirety.

- (83) Article 136 of the Articles of Association (to be renumbered as Article 125 in the amended Articles of Association):

The words "The Board of Directors shall keep minutes of decisions on matters considered at their meetings, opinions of independent directors and resolutions in writing, which shall be signed by the directors attending the meeting and the person preparing the minutes." in the first paragraph of the existing Article 136 be replaced by: "The Board of Directors shall keep minutes of decisions on matters considered at the meetings, which shall be signed by the directors attending the meeting, the secretary to the Board and the person preparing the minutes."

- (84) The following new article be inserted to the Articles of Association as Article 126 in the amended Articles of Association:

"The minutes of meeting shall include the following matters:

- (1) *the date, venue and the name of the convenor of the meeting;*
- (2) *the name of the director present and name of director (attorney) being appointed to attend on the other director's behalf;*
- (3) *the agenda;*
- (4) *the main points of directors' speeches;*
- (5) *the voting method and the result of each proposal (with the numbers of votes casting for and against a proposal as well as abstention votes specified)."*

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(85) Article 138 of the Articles of Association (to be renumbered as Article 128 in the amended Articles of Association):

- The words *“An independent director shall also provide an explanation of the circumstances which are relevant to his resignation and which in his opinion are necessary to bring to the attention of shareholders and creditors of the Company.”* in the first paragraph of the existing Article 138 be deleted.
- The second and third paragraphs of the existing Article 138 be deleted in their entirety and replaced by:

“Where the resignation of a director results in the Board of Directors having less than the statutory minimum number of directors required by laws, his notice of resignation shall not take effect until a replacement director fills the causal vacancy created by the resignation. Where the resignation of an independent director would result in the number of independent directors in the Board or the relevant designated committees to fall short of the proportion of independent directors required pursuant to the relevant laws and regulations, the rules of the stock exchange at the place where the Company is listed or the Articles of Association, or where none of the independent directors is an accounting professional, such independent director’s notice of resignation shall not take effect until a replacement independent director fills his causal vacancy. The Company shall complete the replacement and election of a director within 60 days of the submission of notice of registration by the resigning director, in order to ensure that the Board and the relevant designated committees satisfy the requirements under the relevant laws, regulations and these Articles. Prior to the resignation taking effect, such resigning director shall continue to perform his duties in accordance with the relevant laws, regulations and these Articles, other than where the relevant laws, administrative procedures or other regulations require that such director immediately cease to perform his obligations and that the Company shall pursuant to the relevant requirements remove such director from his positions.

If any other director believes that the directors’ resignation before the expiration of their term will harm the interests of the Company, the Board may vote on whether to agree to his resignation, and the director who tendered his resignation shall abstain from voting. If the Board does not agree with such resignation, these directors shall continue to perform their duties until the expiration of their term. If they leave without authorisation, the Company has the right to hold them accountable.”

(86) Article 140 of the Articles of Association (to be renumbered as Article 130 in the amended Articles of Association):

The existing Article 140 be deleted in its entirety and replaced by:

“The secretary to the Board of the Company shall have financial, management and legal professional knowledge required for performing his/her duties, and shall also possess good professional and personal ethics.”

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(87) Article 141 of the Articles of Association:

The existing Article 141 be deleted in its entirety.

(88) Article 142 of the Articles of Association (to be renumbered as Article 131 in the amended Articles of Association):

The existing Article 142 be deleted in its entirety and replaced by:

“The Secretary to the Board is accountable to the Company and the Board of Directors and shall perform the following duties:

- (1) To be responsible for matters related to information disclosure of the Company, coordinate information disclosure of the Company, organise and formulate information disclosure management system of the Company, and urge the Company and relevant information disclosure obligors to comply with the relevant provisions concerning information disclosure.*
- (2) To be responsible for organising and coordinating the investor relations management of the Company and coordinating communication and liaison between the Company and parties such as the securities regulatory authorities, shareholders and de facto controllers, intermediaries and the media.*
- (3) To coordinate and organise meetings of the Board of Directors and general meetings, attend general meetings, meetings of the Board of Directors, meetings of the supervisory committee and meetings related to senior management, and maintain and sign the minutes of meetings of the Board of Directors.*
- (4) To be responsible for the maintenance of confidentiality of information disclosure of the Company and report to the stock exchange and make announcements in a timely manner in the event of leakage of material undisclosed information.*
- (5) To pay attention to the rumours about the Company and take the initiative to verify the authenticity of such rumours, and urge the Board of Directors and other relevant entities to timely respond to the enquiries of the stock exchange.*
- (6) To organise trainings for Directors, supervisors and senior management personnel as required by relevant laws and regulation and normative documents and assist them in understanding their respective responsibilities in information disclosure.*
- (7) To urge the Directors, supervisors and senior management personnel to observe the laws and regulations, regulations of the stock exchange and the Articles, and earnestly fulfil their commitments; when becoming aware that the Company, Directors, supervisors and senior management personnel has made or may have possibly made a decision in violation of the relevant provisions, he/she shall remind the related personnel and immediately report it to the stock exchange.*

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- (8) *To be responsible for the management of changes in the Company's shares and derivatives, etc.*
- (9) *To perform other duties delegated by the Board of Directors and as required by domestic and overseas regions on which the Company's shares are listed."*

- (89) Article 143 of the Articles of Association (to be renumbered as Article 132 in the amended Articles of Association):

The first and second paragraphs of the existing Article 143 be deleted in their entirety.

- (90) The words "MANAGER OF THE COMPANY" in the heading of the existing Chapter 13 of the Articles of Association be replaced by: "SENIOR MANAGEMENT OFFICERS OF THE COMPANY".

- (91) Article 144 of the Articles of Association (to be renumbered as Article 133 in the amended Articles of Association):

The last paragraph of the existing Article 144 be deleted in its entirety.

- (92) Article 146 of the Articles of Association (to be renumbered as Article 135 in the amended Articles of Association):

- The words "... and to organise the implementation of the resolutions of the Board" in the sub-section (1) of the first paragraph in the existing Article 146 be replaced by: ", to organise the implementation of the resolutions of the Board and to report his/her work to the Board".
- The following new sub-paragraph be inserted to the Articles of Association as the new sub-paragraph (5) of the first paragraph of Article 135 in the amended Articles of Association:

"(5) To formulate the basic rules of the Company;"

- The words "... appointment, dismissal or redesignation ..." in the sub-section (5) of the first paragraph in the existing Article 146 be replaced by: "appointment and dismissal", and sub-section (5) of the first paragraph in the existing Article 146 be renumbered as sub-paragraph (6) of the first paragraph of Article 135 in the amended Articles of Association.
- The words "To appoint or dismiss ..." in the sub-section (6) of the first paragraph in the existing Article 146 be replaced by: "To decide on the appointment or dismissal of", and sub-section (6) of the first paragraph in the existing Article 146 be renumbered as sub-paragraph (7) of the first paragraph of Article 135 in the amended Articles of Association.

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- Sub-paragraphs (7) to (10) of the first paragraph in the existing Article 146 be renumbered as sub-paragraphs (8) to (11) of the first paragraph of Article 135 in the amended Articles of Association.
- (93) Article 149 of the Articles of Association (to be renumbered as Article 138 in the amended Articles of Association):
- The first paragraph of the existing Article 149 be deleted in its entirety.
 - The words “, *deputy general manager*” in the second paragraph of the existing Article 149 be deleted.

- (94) Article 151 of the Articles of Association (to be renumbered as Article 140 in the amended Articles of Association):

The words “*The appointment or removal of the chairman of the supervisory committee shall be approved by more than two-thirds of the supervisors.*” in the existing Article 151 be replaced by: “*The chairman of the supervisory committee shall be elected by more than half of all the supervisors.*”

- (95) Article 153 of the Articles of Association (to be renumbered as Article 142 in the amended Articles of Association):

The words “, *deputy general manager and financial controllers*” in the existing Article 153 be replaced by: “*and other senior management officers*”.

- (96) The existing Article 154 be divided into two Articles with the original Article 154 renumbered as Article 143 and a new Article 144 beginning with the words “*Notice of the meeting of the supervisory committee ...*” being originally a part of the existing Article 154 be divided therefrom.

- The first sentence of the existing Article 154 be deleted and replaced by: “*The Supervisory Committee Meetings are divided into regular meetings and extraordinary meetings. Meetings of the supervisory committee shall be held at least once every six months and supervisors may propose to convene an extraordinary supervisory committee meeting. The chairman of the Supervisory Committee shall be responsible for convening and presiding over the meetings.*”
- The words “*Notice of the meeting of the supervisory committee meeting shall be delivered to all Supervisors 10 days prior to the meeting*” of the new Article 144 shall be adjusted to: “*The notice of a supervisory committee meeting, when convening regular and extraordinary Supervisory Committee meetings, shall be delivered to all supervisors by email or notification from specified person 10 days and 2 days, respectively, before a meeting*”.

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- (97) The following new article be inserted as Article 147 in the amended Articles of Association:

“Supervisors may attend the supervisory committee meetings by telephone or other communication facilities. So long as through the aforementioned facilities, all participants of the meeting are able to clearly hear the speech of the others and are able to talk or communication with each other, such supervisors shall be deemed to have attended the meeting in person.

The supervisory committee meetings may also be held by written resolutions, i.e. by resolving on the resolutions delivered separately for review or circulated for review, and the supervisors writing on the resolutions for their for, against or abstention opinions. Such written resolution may consist of several counterparts (each counterpart may be signed by one or more or other Supervisor with one’s proxy) and shall be valid and effective when the number of signatories satisfies the quorum stipulated under the Articles of Association of the Company to come to a resolution. A resolution signed by a supervisor or his/her proxy and delivered by means including email or fax shall be deemed as duly signed by the relevant supervisor.”

- (98) Article 157 of the Articles of Association (to be renumbered as Article 148 in the amended Articles of Association):

- The words *“The supervisory committee shall discuss business at meetings, which ...”* in the first paragraph of the existing Article 157 be replaced by: *“The supervisory committee meetings”*.
- The second paragraph of the existing Article 157 be deleted in its entirety and replaced by:

“Resolutions of the supervisory committee shall be approved by more than half of its members.”

- (99) Article 158 of the Articles of Association (to be renumbered as Article 149 in the amended Articles of Association):

The words *“, deputy general managers”* in the existing Article 158 be deleted.

- (100) Article 162 of the Articles of Association (to be renumbered as Article 153 in the amended Articles of Association):

- The words *“... the person has been convicted for offence(s) of corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order ...”* in sub-paragraph (2) in the existing Article 162 be replaced by: *“the person has been convicted for offence(s) due to corruption, bribery, taking of property, misappropriation of property or destruction of the social economic order”*.

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- The words *“the person is a corporate representative of a company or corporate entity which had its business license revoked due to violation of the laws ...”* in sub-paragraph (4) in the existing Article 162 be replaced by: *“the person is a legal representative of a company or corporate entity which had its business license revoked and has been ordered to close down due to violation of the laws”*.
- Sub-paragraphs (6) to (9) in the existing Article 162 be deleted in their entirety and replaced by:
 - “(6) the person is under a penalty of prohibited access to the securities market imposed by the CSRC, which penalty still remains effective;*
 - (7) such other matters stipulated by the laws, administrative regulations or departmental rules.”*

(101) The following new article be inserted to the Articles of Association as Article 154 in the amended Articles of Association:

“A person who holds an executive position other than as a director and supervisor in the controlling shareholder of the Company shall not act as a senior management officer of the Company. The senior management officers of the Company shall receive salaries only from the Company and not from the controlling shareholder on its behalf.”

(102) The following new article be inserted to the Articles of Association as Article 155 in the amended Articles of Association:

“Directors shall comply with the laws, administrative regulations and these Articles, and owe the following fiduciary obligations to the Company:

- (1) not to abuse his/her functions and powers to accept bribery or other illegal income, or misappropriate the Company’s assets;*
- (2) not to misappropriate the Company’s funds;*
- (3) not to set up accounts in his/her own name or in the names of others, for depositing the assets or funds of the Company;*
- (4) not to violate the provisions of these Articles, and not to lend the Company’s funds to others or provide guarantees for others with the Company’s assets without the approval of the general meeting or the board of directors;*
- (5) not to enter into any contract or transaction with the Company in violation of the provisions hereof and without the approval of the shareholders’ general meeting;*

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- (6) *not to, without the consent of the general meeting, abuse his/her position to seize business opportunities for himself/herself or for other parties which should otherwise belong to the Company, or operate a business, whether by himself/herself or for other parties, in the same nature of businesses operated by the Company;*
- (7) *not to keep commissions derived from transactions entered into by the Company;*
- (8) *not to disclose confidential information of the Company without authorisation;*
- (9) *not to prejudice the interests of the Company by taking advantage of his/her connected relationship;*
- (10) *other fiduciary obligations as required by the laws, administrative regulations, departmental rules and these Articles.*

Any income gained by the directors in violation of this provision shall belong to the Company; if any losses are caused to the Company due to such violation, the directors shall bear the liability for compensation."

- (103) The following new article be inserted to the Articles of Association as Article 156 in the amended Articles of Association:

"Directors shall abide by the laws, administrative regulations and these Articles, and owe the following diligence obligations to the Company:

- (1) *to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that the business operations of the Company comply with the state's laws, administrative regulations and economic policies, and shall not go beyond the scope of business specified in the Company's business license;*
- (2) *to treat all shareholders fairly;*
- (3) *to obtain knowledge on the business operation and management of the Company in a timely manner;*
- (4) *to sign the written confirmation of regular reports of the Company and ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;*
- (5) *to provide the relevant details and materials in truth to the supervisory committee, and not to interfere with the supervisory committee or supervisors in their exercise of powers;*
- (6) *other diligence obligations imposed by laws, administrative regulations, departmental rules and these Articles."*

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- (104) The following new article be inserted to the Articles of Association as Article 157 in the amended Articles of Association:

“Supervisors shall abide by the laws, administrative regulations and these Articles, and shall owe fiduciary and diligence duties to the Company. They shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the assets of the Company. Supervisors shall not use their connected relationship to prejudice the Company’s interests, and shall be liable for any loss so caused to the Company.”

- (105) The following new article be inserted to the Articles of Association as Article 158 in the amended Articles of Association:

“The provisions on fiduciary obligations of directors in Article 155 and the provisions on diligence obligations of directors set out in sub-paragraphs (4), (5) and (6) of Article 156 of these Articles are also applicable to senior management officers.”

- (106) The following new article be inserted to the Articles of Association as Article 159 in the amended Articles of Association:

“The senior management officers of the Company shall fulfill their duties faithfully, and protect the best interests of the Company and all the shareholders. Should the senior management officers of the Company fail to faithfully fulfill their duties or violate their fiduciary duty, thereby causing damage to the interests of the Company and the public shareholders, they shall bear the liability for compensation in accordance with the laws.”

- (107) Article 164 of the Articles of Association:

The existing Article 164 be deleted in its entirety.

- (108) Article 165 of the Articles of Association:

The existing Article 165 be deleted in its entirety.

- (109) Article 166 of the Articles of Association:

The existing Article 166 be deleted in its entirety.

- (110) Article 167 of the Articles of Association:

The existing Article 167 be deleted in its entirety.

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- (111) Article 168 of the Articles of Association (to be renumbered as Article 161 in the amended Articles of Association):

The existing Article 168 be deleted in its entirety and replaced by:

“Where a general meeting is convened, all of the Company’s directors, supervisors and the secretary to the board shall attend the meeting, and the general manager and other senior management officers shall be present at the meeting. The directors, supervisors and senior management officers shall give explanations and statements in respect of the shareholders’ enquiries and recommendations.”

- (112) Article 169 of the Articles of Association:

The existing Article 169 be deleted in its entirety.

- (113) Article 170 of the Articles of Association (to be renumbered as Article 162 in the amended Articles of Association):

The words *“The obligations in good faith of the directors, supervisors, general manager and other management officers may not terminate at the end of their term of office, such obligations in good faith owed to the Company and shareholders shall not be released when their resignation report has not become effective and during the reasonable period after it is void or during a reasonable period the duration of which shall be specified after termination of their term of office. Their obligations of confidentiality shall remain effective after termination of their term of office until such confidential information become public information”* in the existing Article 170 be replaced by:

“The fiduciary obligations borne by the directors, supervisors, general manager and other senior management officers of the Company to the Company and shareholders shall not necessarily cease before his/her resignation becomes effective, or within a reasonable period after his/her resignation becomes effective or after expiry of the term of his/her tenure. Their obligations to maintain confidentiality of the Company’s business confidential information shall remain effective after their resignation, until such confidential information becomes public information, and they shall also strictly abide with the obligations of non-competition within the same industry as agreed with the Company.”

- (114) Article 172 of the Articles of Association:

The existing Article 172 be deleted in its entirety.

- (115) Article 173 of the Articles of Association (to be renumbered as Article 164 in the amended Articles of Association):

The first three paragraphs of the existing Article 173 be deleted in their entirety.

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(116) Article 174 of the Articles of Association:

The existing Article 174 be deleted in its entirety.

(117) Article 175 of the Articles of Association:

The existing Article 175 be deleted in its entirety.

(118) Article 176 of the Articles of Association:

The existing Article 176 be deleted in its entirety.

(119) Article 177 of the Articles of Association:

The existing Article 177 be deleted in its entirety.

(120) Article 178 of the Articles of Association:

The existing Article 178 be deleted in its entirety.

(121) Article 179 of the Articles of Association:

The existing Article 179 be deleted in its entirety.

(122) Article 180 of the Articles of Association:

The existing Article 180 be deleted in its entirety.

(123) Article 181 of the Articles of Association:

The existing Article 181 be deleted in its entirety.

(124) Article 182 of the Articles of Association:

The existing Article 182 be deleted in its entirety.

(125) Article 184 of the Articles of Association (to be renumbered as Article 166 in the amended Articles of Association):

The existing Article 184 be deleted in its entirety and replaced by:

“The financial and accounting reports in the Company’s annual report shall be audited by an accounting firm.”

(126) Article 185 of the Articles of Association:

The existing Article 185 be deleted in its entirety.

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(127) Article 186 of the Articles of Association:

The existing Article 186 be deleted in its entirety.

(128) Article 187 of the Articles of Association:

The existing Article 187 be deleted in its entirety.

(129) Article 188 of the Articles of Association:

The existing Article 188 be deleted in its entirety.

(130) Article 189 of the Articles of Association:

The existing Article 189 be deleted in its entirety.

(131) The following new article be inserted to the Articles of Association as Article 167 in the amended Articles of Association:

“The Company shall file and disclose its annual report to the CSRC and the stock exchange within four months from the end of each financial year; and shall file and disclose its interim report to the regional office of CSRC and the stock exchange within two months from the end of the first half of each financial year.

The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations, requirements of the CSRC and the stock exchange.

Where the regulatory authority of the place where the Company’s overseas shares are listed stipulates otherwise, such provisions shall prevail.”

(132) Article 190 of the Articles of Association (to be renumbered as Article 168 in the amended Articles of Association):

The existing Article 190 be deleted in its entirety and replaced by:

“The Company shall not keep financial accounts other than those required by laws.

The Company’s assets shall not be deposited in an account maintained in the name of any individual.”

(133) Article 191 of the Articles of Association:

The existing Article 191 be deleted in its entirety.

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- (134) Article 194 of the Articles of Association (to be renumbered as Article 171 in the amended Articles of Association):

The words *“If the general meeting violates the provisions of the preceding paragraph, the shareholders must return to the Company the profits distributed in violation of the provisions.”* be inserted after the words *“... and the allocation of statutory common reserve fund has been made.”* in the existing Article 194.

- (135) Article 197 of the Articles of Association (to be renumbered as Article 174 in the amended Articles of Association):

- The words *“The independent directors shall give their opinions on the profit distribution plan. Opinions of the independent directors shall be disclosed when the Company makes an announcement on board resolutions or a notice convening the relevant general meeting.”* in the existing Article 197 be replaced by: *“The supervisory committee shall give their opinions on the profit distribution plan.”*
- The last paragraph in the existing Article 197 be deleted in its entirety and replaced by:

“Subsequent to the passing of the resolution in respect of a profit distribution plan by a general meeting, or subsequent to formulation by the Board of Directors the Company of a specific plan in accordance with the conditions and cap of the interim dividend distribution for the following year as considered and approved at the annual general meeting, the distribution of dividends (or shares) shall be completed within two months.”

- (136) Article 198 of the Articles of Association (to be renumbered as Article 175 in the amended Articles of association):

The following paragraph be inserted after the fourth paragraph of the existing Article 198 as the new paragraph 5:

“If the audited financial report of Company for the most recent year is not unqualified or contains qualified opinion on material uncertainties related to continuous operations, or there occurs any circumstances that the Company considers render a distribution of profit inappropriate, the Company may choose not to distribute profit.”

- (137) Article 199 of the Articles of Association (to be renumbered as Article 176 in the amended Articles of Association):

The words *“The independent directors shall give audit opinions on the adjusted profit distribution policy. Such adjustment is ...”* in the existing Article 199 be replaced by: *“The adjustment of profit distribution policy shall be”.*

LETTER FROM THE BOARD

(138) Article 201 of the Articles of Association:

- The first three paragraphs of the existing Article 201 shall be renumbered as Article 178 in the amended Articles of Association.
- The fourth and fifth paragraphs of the existing Article 201 shall be renumbered as Article 179 in the amended Articles of Association.
- The last three paragraphs of the existing Article 201 shall be renumbered as Article 180 in the amended Articles of Association with the last sentence of the second last paragraph deleted and replaced by: *“However, where the dividend warrant is undelivered to the recipient and returned, the Company may also exercise such right.”*.

(139) Article 202 of the Articles of Association (to be renumbered as Article 181 in the amended Articles of Association):

- The words *“... qualifications to practise in securities-related business ...”* in the existing Article 202 be replaced by: *“that complies with the requirements of the Securities Law”*.
- The words *“, and the term of appointment is one year which shall be renewable.”* be inserted after the words *“... and other related consultation services”* in the existing Article 202.

(140) Article 205 of the Articles of Association:

The existing Article 205 be deleted in its entirety.

(141) Article 206 of the Articles of Association:

The existing Article 206 be deleted in its entirety.

(142) Article 207 of the Articles of Association:

The existing Article 207 be deleted in its entirety.

(143) Article 208 of the Articles of Association:

The existing Article 208 be deleted in its entirety.

(144) Article 209 of the Articles of Association (to be renumbered as Article 184 in the amended Articles of Association):

The words *“The remuneration of an accounting firm appointed by the Board shall be determined by the Board.”* in the existing Article 209 be deleted in its entirety.

LETTER FROM THE BOARD

(145) Article 210 of the Articles of Association:

The existing Article 210 be deleted in its entirety.

(146) Article 211 of the Articles of Association (to be renumbered as Article 185 in the amended Articles of Association):

- The words “... *any impropriety* ...” in the existing Article 211 be replaced by: “*any circumstances of impropriety*”.
- The sub-paragraphs (1) to (3) in the existing Article 211 be deleted in their entirety.

(147) Article 212 of the Articles of Association:

The existing Article 212 be deleted in its entirety.

(148) Article 214 of the Articles of Association (to be renumbered as Article 187 in the amended Articles of Association):

The words “*The liabilities of the Company prior to the demerger shall be assumed on a joint and several basis by the companies subsequent to the demerger in accordance with the agreement of the parties.*” in the existing Article 214 be replaced by: “*The liabilities of the Company prior to the demerger shall be assumed on a joint and several basis by the companies formed following the demerger*”.

(149) Article 216 of the Articles of Association (to be renumbered as Article 189 in the amended Articles of Association):

Sub-paragraph (2) in the existing Article 216 be deleted in its entirety and replaced by:

“(2) *the general meeting has resolved for a dissolution;*”

(150) Article 219 of the Articles of Association:

The existing Article 219 be deleted in its entirety.

LETTER FROM THE BOARD

- (151) Article 222 of the Articles of Association (to be renumbered as Article 194 in the amended Articles of Association):

The second to sixth paragraphs in the existing Article 222 be deleted in their entirety and replaced by:

“After settling the liquidation expenses, wages of employees, social insurance expenses and statutory compensation, the outstanding taxes and the debts of the Company, the residual assets of the Company shall be distributed in proportion to shareholding of the shareholders.

During the course of liquidation, the Company shall continue to exist but shall not conduct any business activity irrelevant to the liquidation.

The assets of the Company shall not be distributed to its shareholders before repayment according to the preceding provision.”

- (152) Article 223 of the Articles of Association (to be renumbered as Article 195 in the amended Articles of Association):

The words “... nor may he exploit assets of the Company ...” in the second paragraph in the existing Article 223 be replaced by: “nor may he embezzle assets of the Company”.

- (153) Article 225 of the Articles of Association (to be renumbered as Article 197 in the amended Articles of Association):

The existing Article 225 be deleted in its entirety and replaced by:

“Following the completion of liquidation, the liquidation group shall present a report on liquidation, which shall be submitted to the general meeting or the relevant governmental authorities for confirmation, and submit the aforesaid documents to the relevant companies registration authorities and apply for cancellation of the Company’s registration and publish a public announcement of the termination of the Company.”.

- (154) Article 238 of the Articles of Association (to be renumbered as Article 210 in the amended Articles of Association):

- Sub-paragraph (2) in the existing Article 238 be deleted in its entirety and replaced by:

“(2) A claimant shall elect arbitration either at the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules, the place of arbitration shall be Beijing. Once a claimant refers a dispute or claim of rights to arbitration, the other party must submit to the above arbitration body and place of arbitration.”

LETTER FROM THE BOARD

- The words “(for the purposes of these Articles, excludes Hong Kong, Macao and Taiwan regions)” be inserted after “the laws of the People’s Republic of China” in sub-paragraph (3) in the existing Article 238.

(155) Article 240 of the Articles of Association (to be renumbered as Article 212 in the amended Articles of Association):

The following definitions be added after the definition of “Directors” set out in the existing Article 240:

“General manager”: the general manager of the Company or person delegated by the Board to perform duties of the general manager or duties in a similar nature as those performed by the general manager

“Deputy general manager”: a deputy general manager of the Company or person delegated by the Board to perform duties of a deputy general manager or duties in a similar nature as those performed by a deputy general manager

(156) After amendments to the Articles of Association as proposed above, the numbering of the relevant clauses and cross references in the Articles of Association will also be adjusted and amended accordingly. Save for the above, no substantive amendments are proposed to be made to the Articles of Association.

Since the Company is a PRC incorporated company and the official Articles of Association are in the Chinese language, the above proposed amendments are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of this circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

The above proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM, and the final approval and registration by the relevant company registration authority.

LETTER FROM THE BOARD

3. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

Given that the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies” (《關於股份有限公司境外募集股份及上市的特別規定》) and the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》) were abolished on 31 March 2023, in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), the Rules for the Shareholders’ Meetings of Listed Companies (《上市公司股東大會規則》), other relevant laws, regulations, rules and requirement of the Articles of Association, and taking into consideration the actual circumstances and operation development needs of the Company, the Board proposes to make certain amendments to the Rules of Procedure for General Meetings.

The Board is of the view that the proposed amendments to the Rules of Procedure for General Meetings will not change the existing rights of the Company’s different classes of Shareholders nor the existing arrangements for the relevant class meetings, and will not materially affect the rights of the holders of A Shares and H Shares.

The details of the proposed amendments to the Rules of Procedure for General Meetings are set out below:

(1) Cover page of the Rules of Procedure for General Meetings:

The words “(Amended at the Company’s 2022 second extraordinary general meeting held on 9 September 2022)” on the cover page of the Rules of Procedure for General Meetings be deleted in its entirety and be replaced by:

“(Amended at the Company’s 2024 first extraordinary general meeting on 28 June 2024)”

(2) Article 4 of the Rules of Procedure for General Meetings:

- Sub-paragraph (13) in the existing Article 4 be deleted in its entirety.
- Sub-paragraphs (14) to (18) in the existing Article 4 be renumbered as sub-paragraphs (13) to (17).
- Sub-paragraph (17) in the existing Article 4 be deleted in its entirety and replaced by:

“(16) to examine share option incentive scheme and employee share plan;”

(3) Article 5 of the Rules of Procedure for General Meetings:

- The words “reaches or” in sub-paragraph (1) in the existing Article 5 be deleted.

LETTER FROM THE BOARD

- Sub-paragraph (6) in the existing Article 5 be deleted in its entirety and replaced by:

“(6) any guarantee provided by the Company, the amount of which in aggregate with external guarantee provided by the Company exceeds 30% of the latest audited total assets;”

- (4) Article 6 of the Rules of Procedure for General Meetings:

The second paragraph of the existing Article 6 be deleted in its entirety.

- (5) Article 8 of the Rules of Procedure for General Meetings:

The existing Article 8 be deleted in its entirety and replaced by:

“General meetings are divided into annual general meetings and extraordinary general meetings.”

- (6) Article 9 of the Rules of Procedure for General Meetings:

The words *“An annual meeting shall be held once every year which should be held within six months after the end of the previous accounting year.”* in the existing Article 9 be replaced by *“An annual general meeting shall be held once every year and shall be held within six months after the end of the previous accounting year.”*

- (7) Article 10 of the Rules of Procedure for General Meetings:

- The words *“In the event of any of the following, the Board should convene an extraordinary general meeting within two months”* in the first paragraph of the existing Article 10 be replaced by: *“In the event of any of the following, the Company should convene an extraordinary general meeting within two months upon the occurrence of such circumstances”*.
- The word *“... or”* in sub-paragraph (4) of the existing Article 10 be deleted.

- (8) Article 13 of the Rules of Procedure for General Meetings:

- The words *“... the local agency of the CSRC of the Company’s domicile and”* in the first paragraph of the existing Article 13 be deleted.
- The words *“... and shall be deducted from any sums due to the directors in default by the Company”* in the first paragraph of the existing Article 13 be deleted.
- The words *“to relevant supervisory authorities and stock exchange”* in the third paragraph of the existing Article 13 be deleted and replaced by: *“to the stock exchange”*.

LETTER FROM THE BOARD

(9) Article 15 of the Rules of Procedure for General Meetings:

- The words *“the Board”* in the second, third and sixth paragraph of the existing Article 15 be replaced by: *“the convenor”*.
- The words *“10 business days”* in the first sentence of the second paragraph of the existing Article 15 be replaced by: *“10 days”*.
- The words *“... in Article 14 of these Rules and this Article ...”* in the fourth paragraph of the existing Article 15 be replaced by: *“in Article 14 of these Rules and this Article”*.
- The first two sentences in the fifth paragraph of the existing Article 15 be replaced by: *“The convener shall review the provisional motion proposed by the shareholders. Should the motion not conform with the aforementioned principles, the convener may choose not to submit the shareholders’ motion to the general meeting for approval, but the relevant reasons and explanations should be given at such general meeting.”*

(10) Article 17 of the Rules of Procedure for General Meetings:

The words *“When calculating the time for the issuance of notices, neither the intended date of the meeting, nor the date the relevant notice was issued shall be included.”* in the first paragraph of the existing Article 17 be replaced by: *“When calculating the time for the issuance of notices, the intended date of the meeting shall be excluded.”*

(11) Article 18 of the Rules of Procedure for General Meetings:

The existing Article 18 be deleted in its entirety.

(12) Article 19 of the Rules of Procedure for General Meetings (to be renumbered as Article 18 in the amended Rules of Procedure for General Meetings):

The words *“In the event that advice from the independent directors is needed for the matters to be discussed, the advice and reasons of the independent directors shall be disclosed when the notice of the general meeting or supplementary notice is issued.”* in the first paragraph of the existing Article 19 be deleted.

(13) Article 21 of the Rules of Procedure for General Meetings (to be renumbered as Article 20 in the amended Rules of Procedure for General Meetings):

- The words *“..., by hand or by prepaid mail to their addresses as shown in the register of members”* in the first paragraph of the existing Article 21 be replaced by: *“by way of notice in the manner as specified in the Articles of Association or in any other manner permitted by the stock exchange where the Company’s securities are listed.”*
- The second paragraph of the existing Article 21 be deleted in its entirety.

LETTER FROM THE BOARD

- (14) Article 27 of the Rules of Procedure for General Meetings (to be renumbered as Article 26 in the amended Rules of Procedure for General Meetings):

The words “The instrument appointing a voting proxy shall be deposited at the residence of the Company or at such other place as specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time appointed for the passing of the resolution. If such instrument...” in the first paragraph of the existing Article 27 be replaced by: “If the instrument appointing a voting proxy”.

- (15) Article 28 of the Rules of Procedure for General Meetings:

The existing Article 28 be deleted in its entirety.

- (16) Article 37 of the Rules of Procedure for General Meetings (to be renumbered as Article 35 in the amended Rules of Procedure for General Meetings):

The first paragraph in the existing Article 37 be deleted in its entirety and replaced by:

“A general meeting shall be chaired and presided over by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his duties, the meeting shall be presided over by the vice chairman of the Board. Where the vice chairman of the Board is unable to or fails to perform his duties, a simple majority of the directors may jointly designate a director to preside over the meeting as chairman.”

- (17) Article 38 of the Rules of Procedure for General Meetings (to be renumbered as Article 36 in the amended Rules of Procedure for General Meetings):

The words “At annual general meetings ...” in the existing Article 38 be replaced by: “At the annual general meetings”.

- (18) Article 42 of the Rules of Procedure for General Meetings (to be renumbered as Article 40 in the amended Rules of Procedure for General Meetings):

- Sub-paragraph (4) in the existing Article 42 be deleted in its entirety and replaced by:

“(4) Annual financial budget report and final financial report of the Company;”

- The following new sub-paragraph (5) be inserted after sub-paragraph (4) in the existing Article 42:

“(5) Annual report of the Company;”

- Sub-paragraph (5) in the existing Article 42 be renumbered as sub-paragraph (6) of Article 40 in the amended Rules of Procedure for General Meetings.

LETTER FROM THE BOARD

(19) Article 43 of the Rules of Procedure for General Meetings (to be renumbered as Article 41 in the amended Rules of Procedure for General Meetings):

- Sub-paragraph (1) in the existing Article 43 be deleted in its entirety and replaced by:

“(1) the increase or reduction in share capital of the Company;”

- Sub-paragraph (2) in the existing Article 43 be deleted in its entirety.
- Sub-paragraphs (3) to (7) in the existing Article 43 be renumbered as sub-paragraphs (2) to (6) of Article 41 in the amended Rules of Procedure for General Meetings.
- Sub-paragraph (3) in the existing Article 43 be deleted in its entirety and replaced by:

“(2) the demerger, spin-off, merger, dissolution, liquidation or change in type of the Company;”

- The word “... and” in sub-paragraph (4) in the existing Article 43 be deleted.
- Sub-paragraph (5) in the existing Article 43 be deleted in its entirety and replaced by:

“(4) any purchase or sale of substantial assets or any guarantee provided by the Company in an aggregate amount in a year of over 30% of the latest audited total assets of the Company;”

- The word “... and” in sub-paragraph (6) in the existing Article 43 be deleted.
- Sub-paragraph (7) in the existing Article 43 be deleted in its entirety and replaced by:

“(6) such other matters as required by laws, administrative regulations or the Articles of Association, and decided by the general meeting by way of an ordinary resolution to be of a nature which may have a material impact on the Company and required to be resolved by a special resolution.”

(20) Article 45 of the Rules of Procedure for General Meetings (to be renumbered as Article 43 in the amended Rules of Procedure for General Meetings):

- The words “... the provision of Article 122 of the Articles of Association ...” in the first paragraph of the existing Article 45 be replaced by: *“the provision of the Articles of Association”*

LETTER FROM THE BOARD

- The words “... adoption of a cumulative voting system for electing directors ...” in the first paragraph of the existing Article 45 be replaced by: “adoption of a cumulative voting system for electing directors and supervisors”
- The following new paragraph be inserted after the first paragraph of the existing Article 45:

“If the purchase of the voting shares of the Company by a shareholder violates the provisions of clauses 1 and 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised within thirty-six months after the purchase, and such shares shall not be counted towards the total number of voting shares held by the shareholders attending the general meeting.”

- (21) Article 49 of the Rules of Procedure for General Meetings (to be renumbered as Article 47 in the amended Rules of Procedure for General Meetings):

The existing Article 49 be deleted in its entirety and replaced by:

“Voting on proposals at a general meeting shall be conducted by registered poll.”

- (22) Articles 50, 55, 56, 57 and 58 of the Rules of Procedure for General Meetings:

The existing Articles 50, 55, 56, 57 and 58 be deleted in their entirety.

- (23) Article 51 of the Rules of Procedure for General Meetings (to be renumbered as Article 48 in the amended Rules of Procedure for General Meetings):

The words “... The aggregation of data of voting on site and of voting through the internet shall be in accordance with the relevant provisions stipulated by the CSRC and Shenzhen Stock Exchange. The Company and the lawyer shall confirm the compliance of the voting data and ultimately conclude on the voting result of the general meeting.” in the second paragraph of the existing Article 51 be deleted.

- (24) Article 59 of the Rules of Procedure for General Meetings (to be renumbered as Article 52 in the amended Rules of Procedure for General Meetings):

- The first paragraph of the existing Article 59 be deleted in its entirety and replaced by:

“Minutes of general meetings should be kept and the secretary to the board of directors shall be responsible for keeping such minutes.”

- The words “The convenor shall ensure that the contents of the minutes are true, accurate and complete.” be inserted to the beginning of the second paragraph of the existing Article 59.

LETTER FROM THE BOARD

- The last paragraph of the existing Article 59 be deleted in its entirety and replaced by:

“The minutes of the meeting and the attendance records signed by the attending shareholders and the proxy forms of proxies, valid record on internet voting and other means of voting, shall be kept for not less than 10 years.”

- (25) Article 61 of the Rules of Procedure for General Meetings:

The existing Article 61 be deleted in its entirety.

- (26) Article 72 of the Rules of Procedure for General Meetings (to be renumbered as Article 64 in the amended Rules of Procedure for General Meetings):

The second sentence of the existing Article 72 be deleted in its entirety.

- (27) After amendments to the Rules of Procedure for General Meetings as proposed above, the numbering of the relevant clauses and cross references in the Rules of Procedure for General Meetings will also be adjusted and amended accordingly. Save for the above, no substantive amendments are proposed to be made to the Rules of Procedure for General Meetings.

Since the Company is a PRC incorporated company and the official Rules of Procedure for General Meetings are in the Chinese language, the above proposed amendments are the English Translation of the Official Amendments, which are set out in the Chinese language version of this circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

The above proposed amendments to the Rules of Procedure for General Meetings are subject to the approval of the Shareholders by way of special resolution at the EGM.

4. EGM

The EGM will be held at the Company’s conference room at Section A, 197, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on Friday, 28 June 2024 to consider and, if thought fit, approve, inter alia, the matters as set out in the notice convening the EGM set out in pages 47 to 49 of this circular.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in any of the resolutions proposed at the EGM. Therefore, no Shareholder is required to abstain from voting at the EGM in respect of the relevant resolutions.

It is a requirement of the Hong Kong Listing Rules that the voting at the general meetings of the Company must be taken by poll.

LETTER FROM THE BOARD

The form of proxy for use at the EGM is disseminated together with this circular. Holders of A Shares may use the forms of proxy published by the Company on the website of the Shenzhen Stock Exchange instead. Whether or not you intend to be present at such meetings, you are requested to complete the forms of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (with respect to the holders of H Shares), no later than 24 hours before the time fixed for holding the relevant meeting or any adjournment thereof.

Completion and delivery of the form of proxy will not prevent you from attending and voting at the relevant meeting or any adjournment thereof if you so wish.

5. CLOSURE OF REGISTER OF HOLDERS OF H SHARES

The register of holders of H Shares of the Company will be closed from 25 June 2024 to 28 June 2024, both days inclusive, during which period no transfer of H Shares will be effected. In order to qualify for attending the EGM, all transfer documents of H Shares accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 24 June 2024.

6. RESPONSIBILITY STATEMENT

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

7. RECOMMENDATIONS

The Board considers that the proposed resolutions in respect of the amendments to the Articles of Association and the Rules of Procedure for General Meetings to be proposed at the EGM are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions which will be proposed at the EGM.

Yours faithfully,
For and on behalf of
the Board of Directors
Tan Xuguang
Chairman

NOTICE OF EGM



潍柴動力股份有限公司
WEICHA POWER CO., LTD.

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2338)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "EGM") of Weichai Power Co., Ltd. (the "Company") will be held at the Company's conference room at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the PRC on 28 June 2024 at 2:50 p.m. for the purposes of considering and, if thought fit, approving the matters set out below. Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 6 June 2024, of which this notice forms part (the "Circular") shall have the same meaning when used herein.

AS SPECIAL RESOLUTIONS:

1. To consider and approve the amendments to the Articles of Association as set out in the section headed "2. Proposed amendments to the Articles of Association" in the "Letter from the Board" contained in the Circular. *(Note 1)*
2. To consider and approve the amendments to the Rules of Procedure for General Meetings as set out in the section headed "3. Proposed amendments to the Rules of Procedure for General Meetings" in the "Letter from the Board" contained in the Circular. *(Note 1)*

By Order of the Board of Directors
Weichai Power Co., Ltd.
Tan Xuguang
Chairman

Hong Kong, 6 June 2024

NOTICE OF EGM

Notes:

- (A) The Company will not process registration of transfers of H shares (being overseas listed foreign shares and ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are subscribed and/or paid for in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited (“**H Shares**”) from 25 June 2024 to 28 June 2024 (both days inclusive). Holders of H Shares whose names appear on the register of H Shares kept at Computershare Hong Kong Investor Services Limited on 28 June 2024 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s H-Share Registrar, not later than 4:30 p.m. on 24 June 2024. The address of the Company’s H-Share Registrar is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Each holder of H Shares of the Company entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a shareholder of the Company. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (C) Holders of H Shares of the Company must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant shareholder or by a person duly authorised by the relevant shareholder in writing (a “**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate shareholder appoints a person other than its legal representative to attend the EGM on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate shareholder or duly signed by its director or any other person duly authorised by that corporate shareholder as required by the Articles of Association of the Company.
- (D) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) above must be delivered to the Company’s H-Share Registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the EGM.
- (E) For holder of A shares (being ordinary shares) in the share capital of the Company with a Renminbi denominated par value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange (“**A Shares**”), please refer to the notice of the EGM published on the website of the Shenzhen Stock Exchange in respect of the eligibility of attendance, registration procedure, proxy and other relevant matters.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate shareholder attends the EGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
- (G) Any proposal to appoint any person to the office of director of the Company at the EGM shall be given in writing and, notice in writing by that person of his consent to be elected as director shall be, lodged at the registered office of the Company at 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province, the People’s Republic of China. The period for lodgement of such notices shall commence on (and include) the day after the date of this notice of the EGM and end on (and exclude) the date that is seven (7) days before the date of the EGM.

NOTICE OF EGM

- (H) The EGM is expected to last for not more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (I) Since the Company is a PRC incorporated company and the official Articles of Association and the Rules of Procedure for General Meetings (as the case may be) of the Company are in the Chinese language, the proposed amendments in the English version of the Circular are an unofficial English language translation (the “**English Translation**”) of the official proposed amendments in the Chinese language (the “**Official Amendments**”), which are set out in the Chinese language version of the Circular. Accordingly, in the event of any inconsistency between the English Translation and the Official Amendments, the Official Amendments shall prevail.

As at the date of this notice, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Ma Changhai, Mr. Wang Decheng, Mr. Sun Shaojun, Mr. Yuan Hongming, and Mr. Ma Xuyao; the non-executive Directors of the Company are Mr. Zhang Liangfu, Mr. Richard Robinson Smith and Mr. Michael Martin Macht; and the independent non-executive Directors of the Company are Ms. Jiang Yan, Mr. Chi Deqiang, Mr. Zhao Fuquan, Mr. Xu Bing and Mr. Tao Huan.