

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

Zhejiang Sanhua Intelligent Controls Co., Ltd.,

should at once



ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

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

(Stock Code: 2050)

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

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

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

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

July 21, 2025

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1. *Using your knowledge of the structure of the cell membrane, explain how the cell membrane is able to control the movement of substances in and out of the cell.*

Δ = 1.00

Δ = 1.00

LETTER FROM THE BOARD



ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

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

(Stock Code: 2050)

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

Dear Shareholders:

March 20, 2022

Dear Shareholders,

Dear Shareholders,

INTRODUCTION

Dear Shareholders, the Board of Directors of Zhejiang Sanhua Intelligent Controls Co., Ltd. (hereinafter referred to as "the Company") has reviewed the 2021 financial statements and the 2021 annual report of the Company, and the Board of Directors has approved the 2021 financial statements and the 2021 annual report of the Company.

The Board of Directors has also reviewed the 2021 financial statements and the 2021 annual report of the Company, and the Board of Directors has approved the 2021 financial statements and the 2021 annual report of the Company. (1) The Board of Directors has approved the 2021 financial statements and the 2021 annual report of the Company. (2) The Board of Directors has approved the 2021 financial statements and the 2021 annual report of the Company. (3) The Board of Directors has approved the 2021 financial statements and the 2021 annual report of the Company.

LETTER FROM THE BOARD

SPECIAL RESOLUTION

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

At the 10th meeting of the Board of Directors held on June 1, 2020, the Board of Directors resolved to propose to the shareholders the following amendments to the Articles of Association and its Appendices:

The Board of Directors has reviewed the current status of the company and the business environment, and has considered the need to revise the Articles of Association and its Appendices in order to improve the company's corporate governance and to respond to the changes in the business environment. The Board of Directors has also reviewed the amendments proposed by the shareholders and the Board of Directors, and has decided to propose the following amendments to the Articles of Association and its Appendices:

The Board of Directors has reviewed the amendments to the Articles of Association and its Appendices, and has decided to propose the following amendments to the Articles of Association and its Appendices: 《股東大會議事規則》、《股東會議事規則》。

The Board of Directors has reviewed the amendments to the Articles of Association and its Appendices, and has decided to propose the following amendments to the Articles of Association and its Appendices:

The Board of Directors has reviewed the amendments to the Articles of Association and its Appendices, and has decided to propose the following amendments to the Articles of Association and its Appendices:

The Board of Directors has reviewed the amendments to the Articles of Association and its Appendices, and has decided to propose the following amendments to the Articles of Association and its Appendices: June 1, 2020

ORDINARY RESOLUTIONS

2. Resolution on Amendments to Certain Corporate Governance Systems

The Board of Directors has reviewed the current status of the company and the business environment, and has considered the need to revise the Corporate Governance Systems in order to improve the company's corporate governance and to respond to the changes in the business environment. The Board of Directors has also reviewed the amendments proposed by the shareholders and the Board of Directors, and has decided to propose the following amendments to the Corporate Governance Systems (Corporate Governance Systems→):

The Board of Directors has reviewed the amendments to the Corporate Governance Systems, and has decided to propose the following amendments to the Corporate Governance Systems:

LETTER FROM THE BOARD

(《關於新 公司法 配套制度規則實施相關過渡期安排》)

No.	Name of systems	Type
1		
2		
☑		

...

... 1, 202☑

3. 2025 Half-year Profit Distribution Plan

202☑
 (2,10 , 0,1.1.1 ())

202☑
 (), 1, 2, 0
 (2, 20, ☑, ☑)
 202, 1, ☑, 2, 0 (0, 202☑)
 (1.20 ()) -10

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

Note

20, 2☑, ☑ 2, 0, 21

The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry must be supported by a valid receipt or invoice. The second part outlines the procedures for handling discrepancies and errors, including the requirement to report them immediately to the supervisor. The final section provides a summary of the key points and reiterates the commitment to transparency and accountability.

The document is dated 15th July, 2024. It is signed by the authorized representative of the organization.

The document is prepared by the Finance Department. It is subject to audit and review.

LETTER FROM THE BOARD

HONG KONG LISTING RULES REQUIREMENT

Under the Companies Ordinance (CO) and the Securities and Futures Ordinance (SFO), the Board of Directors of Zhejiang Sanhua Intelligent Controls Co., Ltd. (the "Company") is required to provide a written statement to the shareholders of the Company regarding the Company's compliance with the requirements of the Hong Kong Listing Rules (the "Listing Rules") in relation to the Company's financial statements and other information.

The Board of Directors of the Company has reviewed the financial statements and other information of the Company for the period ended 31 December 2023 and has concluded that the financial statements and other information of the Company for the period ended 31 December 2023 are true and fair and comply with the requirements of the Listing Rules.

RESPONSIBILITY STATEMENT

The Board of Directors of the Company is responsible for the preparation and the fair presentation of the financial statements of the Company for the period ended 31 December 2023, and for ensuring that the financial statements of the Company for the period ended 31 December 2023 are true and fair and comply with the requirements of the Listing Rules.

The Board of Directors of the Company has also reviewed the financial statements and other information of the Company for the period ended 31 December 2023 and has concluded that the financial statements and other information of the Company for the period ended 31 December 2023 are true and fair and comply with the requirements of the Listing Rules.

RECOMMENDATION

The Board of Directors of the Company recommends that the shareholders of the Company approve the financial statements and other information of the Company for the period ended 31 December 2023, and that the financial statements and other information of the Company for the period ended 31 December 2023 are true and fair and comply with the requirements of the Listing Rules.

ADDITIONAL INFORMATION

The Board of Directors of the Company has no other information to disclose in relation to the financial statements and other information of the Company for the period ended 31 December 2023.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (EGM) of Zhejiang Sanhua Intelligent Controls Co., Ltd. (Company) will be held on 2023.02.21 (Wednesday) at 10:00 AM in the Conference Room of the Company, No. 200, Zhongyuan Road, Hangzhou, Zhejiang Province, China. The agenda of the meeting is as follows:

SPECIAL RESOLUTION:

- 1. To elect Mr. Zhang Yabo as the independent non-executive director of the Company.

ORDINARY RESOLUTIONS:

- 2. To elect Mr. Zhang Yabo as the independent non-executive director of the Company.

Zhejiang Sanhua Intelligent Controls Co., Ltd.

Zhang Yabo

City, Mr. Zhang B. Mr. Zhang E. Mr. Zhang D. Mr. Zhang

2023.02.21

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

The Company has fixed the date of the Extraordinary General Meeting (EGM) to be held on 21, 2024. The date of registration of members for H Shares is fixed on 21, 2024 (Wednesday), at which time only those members who have registered their names as members of the Company on or before the date of registration of members for H Shares, shall be eligible to attend the EGM and vote at the EGM.

The date of registration of members for H Shares is fixed on 21, 2024 (Wednesday), at which time only those members who have registered their names as members of the Company on or before the date of registration of members for H Shares, shall be eligible to attend the EGM and vote at the EGM.

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

The Board of Directors has proposed to distribute an interim dividend of 2024 (Wednesday), at which time only those members who have registered their names as members of the Company on or before the date of registration of members for H Shares, shall be eligible to attend the EGM and vote at the EGM.

3. Proxy

(1) Any member entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the EGM in his/her stead.

(2) The proxy must be a natural person who is at least 18 years of age at the time of appointment and who is a member of the Company. The proxy must be appointed in writing and must be signed by the member or his/her authorized signatory.

The proxy must be deposited with the Company at least 24 hours before the EGM. The proxy must be accompanied by a copy of the member's identification document. The proxy must be accompanied by a copy of the member's identification document.

(3) The proxy must be accompanied by a copy of the member's identification document.

4. Registration procedures for attending the EGM

The Company has fixed the date of the EGM to be held on 21, 2024. The date of registration of members for H Shares is fixed on 21, 2024 (Wednesday), at which time only those members who have registered their names as members of the Company on or before the date of registration of members for H Shares, shall be eligible to attend the EGM and vote at the EGM.

5. Voting by poll

The Company has fixed the date of the EGM to be held on 21, 2024. The date of registration of members for H Shares is fixed on 21, 2024 (Wednesday), at which time only those members who have registered their names as members of the Company on or before the date of registration of members for H Shares, shall be eligible to attend the EGM and vote at the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

6. Miscellaneous

(1) 本公司董事會決議，將本公司之盈餘撥充公積金，其分配辦法如下：

(2) 本公司董事會決議，將本公司之盈餘撥充公積金，其分配辦法如下：

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

() 本公司董事會決議，將本公司之盈餘撥充公積金，其分配辦法如下：

A. 撥充盈餘公積金，其分配辦法如下：C. 10% 撥充公積金，M. HA G / ,
 (C. / , M. / , B. / ,), M. A G D / , M. I / , M. CHE / ,
 C. 10% 撥充公積金，M. HA G / , M. E J / ,
 C. 10% 撥充公積金，M. BA E / , M. HI J / , M. A / , M. GE J / .

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

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

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

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

Before Amendment	After Amendment
<p>Article 25 () of Article 23 (), () - () of Article 23</p> <p>Article 23 () 10 () - () (), () - () 10% total</p>	<p>Article 26 pursuant to () - () in the first paragraph of Article 24 (), () - () in the first paragraph of Article 24</p> <p>..... the first paragraph of Article 24 () 10 () - () (), () - () 10% total number of</p>
<p>Article 26 may</p>	<p>Article 27 shall</p>
<p>Article 27</p>	<p>Article 28</p>

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

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

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Before Amendment	After Amendment
<p>Article 36</p> <p>...</p> <p>...</p> <p>0</p>	<p>Article 35</p> <p>...</p> <p>...</p> <p>0</p> <p>... unless there is only a minor defect in the procedures for convening a general meeting or a board meeting or in the manner of voting thereat, which does not materially affect the resolution.</p> <p>Where the board of directors, shareholders and other relevant parties dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people’s court. Before the people’s court makes a judgment or ruling on revocation of a resolution, the relevant parties shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</p>

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

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

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

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

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

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

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

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

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

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

APPENDIX I

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

Before Amendment	After Amendment
<p>Article 49 . . . board of supervisors . . .</p> <p>board of supervisors</p> <p>board of supervisors</p>	<p>Article 52 . . . audit committee . . .</p> <p>audit committee.</p> <p>audit committee</p>

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

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

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

Before Amendment	After Amendment
<p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p>	<p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p>
<p>Article 56 ... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up.</p>	<p>Article 59 ... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up or the date as required by the place where the shares of the Company are listed (whichever is earlier),</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up or the date as required by the place where the shares of the Company are listed (whichever is earlier).</p> <p>... shall be entitled to the same dividend as the holder of the shares of the Company of the same class as if the shares were fully paid up or the date as required by the place where the shares of the Company are listed (whichever is earlier).</p>

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

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

Before Amendment	After Amendment
<p>Article 68 / <i>[Faint, illegible text]</i></p>	<p>Deleted Article</p>
<p>New Article</p>	<p>Article 70 If a general meeting requires the attendance of directors or senior management, the directors or senior management shall attend and answer shareholders' inquiries.</p>
<p>Article 69 <i>[Faint, illegible text]</i></p>	<p>Article 71 <i>[Faint, illegible text]</i></p>

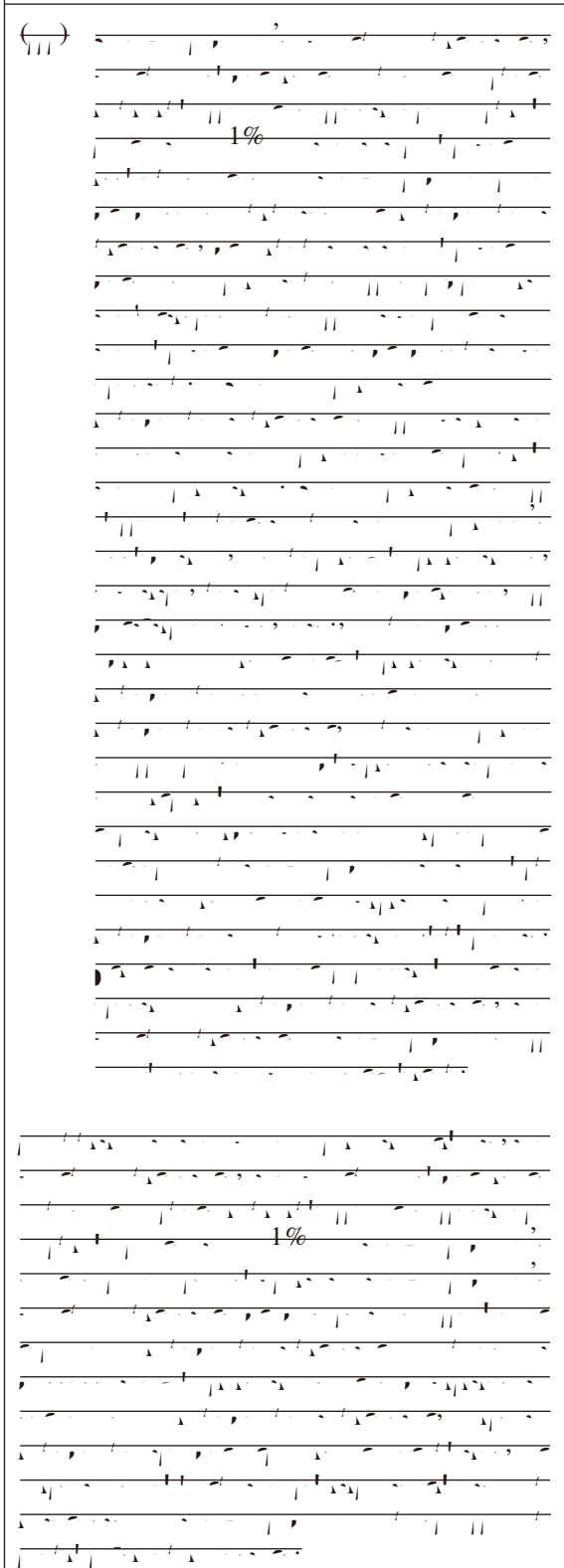
Before Amendment	After Amendment
<p>Article 71</p> <p>...</p>	<p>Article 74</p> <p>...</p> <p>Each present</p>
<p>Article 72</p> <p>...</p>	<p>Article 75</p> <p>...</p>
<p>Article 74</p> <p>...</p> <p>()</p> <p>()</p> <p>.....</p>	<p>Article 77</p> <p>...</p> <p>()</p> <p>()</p> <p>.....</p>
<p>Article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

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

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

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

Before Amendment	After Amendment
<p>Article 84</p> <p><i>[Faint, illegible text, possibly bleed-through from the reverse side of the page]</i></p>	

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

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

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

Before Amendment	After Amendment
<p>(i) [Faded text]</p>	<p>(i) [Faded text]</p>
<p>(ii) [Faded text]</p>	<p>(ii) [Faded text]</p>
<p>(iii) [Faded text]</p>	<p>(iii) [Faded text]</p>
<p>(iii) [Faded text] shall</p>	<p>(iii) [Faded text] will cease his/her duties</p>

Before Amendment	After Amendment
<p>Article 99</p> <p>The Board of Directors may remove any officer or director before the expiration of his term of office for cause.</p> <p>1/2</p>	<p>Article 101</p> <p>The Board of Directors may remove any officer or director before the expiration of his term of office for cause.</p> <p>1/2</p>

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

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

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

Before Amendment	After Amendment
	<p>The provisions of item (IV) of paragraph 2 of this Article shall apply to the close relatives of directors and senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and associated persons of other related relations with directors or senior management, who have entered into contracts or conduct transactions with the Company.</p>
<p>Article 101</p> <p>.....</p> <p>(1)</p> <p>.....</p> <p>(2)</p> <p>.....</p> <p>(3)</p> <p>.....</p> <p>(4)</p> <p>.....</p> <p>(5)</p> <p>.....</p> <p>(6)</p> <p>.....</p> <p>(7)</p> <p>.....</p> <p>(8)</p> <p>.....</p> <p>(9)</p> <p>.....</p> <p>(10)</p> <p>.....</p> <p>(11)</p> <p>.....</p> <p>(12)</p> <p>.....</p> <p>(13)</p> <p>.....</p> <p>(14)</p> <p>.....</p> <p>(15)</p> <p>.....</p> <p>(16)</p> <p>.....</p> <p>(17)</p> <p>.....</p> <p>(18)</p> <p>.....</p> <p>(19)</p> <p>.....</p> <p>(20)</p> <p>.....</p> <p>(21)</p> <p>.....</p> <p>(22)</p> <p>.....</p> <p>(23)</p> <p>.....</p> <p>(24)</p> <p>.....</p> <p>(25)</p> <p>.....</p> <p>(26)</p> <p>.....</p> <p>(27)</p> <p>.....</p> <p>(28)</p> <p>.....</p> <p>(29)</p> <p>.....</p> <p>(30)</p> <p>.....</p> <p>(31)</p> <p>.....</p> <p>(32)</p> <p>.....</p> <p>(33)</p> <p>.....</p> <p>(34)</p> <p>.....</p> <p>(35)</p> <p>.....</p> <p>(36)</p> <p>.....</p> <p>(37)</p> <p>.....</p> <p>(38)</p> <p>.....</p> <p>(39)</p> <p>.....</p> <p>(40)</p> <p>.....</p> <p>(41)</p> <p>.....</p> <p>(42)</p> <p>.....</p> <p>(43)</p> <p>.....</p> <p>(44)</p> <p>.....</p> <p>(45)</p> <p>.....</p> <p>(46)</p> <p>.....</p> <p>(47)</p> <p>.....</p> <p>(48)</p> <p>.....</p> <p>(49)</p> <p>.....</p> <p>(50)</p> <p>.....</p> <p>(51)</p> <p>.....</p> <p>(52)</p> <p>.....</p> <p>(53)</p> <p>.....</p> <p>(54)</p> <p>.....</p> <p>(55)</p> <p>.....</p> <p>(56)</p> <p>.....</p> <p>(57)</p> <p>.....</p> <p>(58)</p> <p>.....</p> <p>(59)</p> <p>.....</p> <p>(60)</p> <p>.....</p> <p>(61)</p> <p>.....</p> <p>(62)</p> <p>.....</p> <p>(63)</p> <p>.....</p> <p>(64)</p> <p>.....</p> <p>(65)</p> <p>.....</p> <p>(66)</p> <p>.....</p> <p>(67)</p> <p>.....</p> <p>(68)</p> <p>.....</p> <p>(69)</p> <p>.....</p> <p>(70)</p> <p>.....</p> <p>(71)</p> <p>.....</p> <p>(72)</p> <p>.....</p> <p>(73)</p> <p>.....</p> <p>(74)</p> <p>.....</p> <p>(75)</p> <p>.....</p> <p>(76)</p> <p>.....</p> <p>(77)</p> <p>.....</p> <p>(78)</p> <p>.....</p> <p>(79)</p> <p>.....</p> <p>(80)</p> <p>.....</p> <p>(81)</p> <p>.....</p> <p>(82)</p> <p>.....</p> <p>(83)</p> <p>.....</p> <p>(84)</p> <p>.....</p> <p>(85)</p> <p>.....</p> <p>(86)</p> <p>.....</p> <p>(87)</p> <p>.....</p> <p>(88)</p> <p>.....</p> <p>(89)</p> <p>.....</p> <p>(90)</p> <p>.....</p> <p>(91)</p> <p>.....</p> <p>(92)</p> <p>.....</p> <p>(93)</p> <p>.....</p> <p>(94)</p> <p>.....</p> <p>(95)</p> <p>.....</p> <p>(96)</p> <p>.....</p> <p>(97)</p> <p>.....</p> <p>(98)</p> <p>.....</p> <p>(99)</p> <p>.....</p> <p>(100)</p> <p>.....</p>	
<p>Article 103 the provisions of bear the duty of diligence towards the Company, perform duties with reasonable care ordinarily exercised by managers in the best interests of the Company.</p> <p>Directors</p> <p>.....</p> <p>(1)</p> <p>.....</p> <p>(2)</p> <p>.....</p> <p>(3)</p> <p>.....</p> <p>(4)</p> <p>.....</p> <p>(5)</p> <p>.....</p> <p>(6)</p> <p>.....</p> <p>(7)</p> <p>.....</p> <p>(8)</p> <p>.....</p> <p>(9)</p> <p>.....</p> <p>(10)</p> <p>.....</p> <p>(11)</p> <p>.....</p> <p>(12)</p> <p>.....</p> <p>(13)</p> <p>.....</p> <p>(14)</p> <p>.....</p> <p>(15)</p> <p>.....</p> <p>(16)</p> <p>.....</p> <p>(17)</p> <p>.....</p> <p>(18)</p> <p>.....</p> <p>(19)</p> <p>.....</p> <p>(20)</p> <p>.....</p> <p>(21)</p> <p>.....</p> <p>(22)</p> <p>.....</p> <p>(23)</p> <p>.....</p> <p>(24)</p> <p>.....</p> <p>(25)</p> <p>.....</p> <p>(26)</p> <p>.....</p> <p>(27)</p> <p>.....</p> <p>(28)</p> <p>.....</p> <p>(29)</p> <p>.....</p> <p>(30)</p> <p>.....</p> <p>(31)</p> <p>.....</p> <p>(32)</p> <p>.....</p> <p>(33)</p> <p>.....</p> <p>(34)</p> <p>.....</p> <p>(35)</p> <p>.....</p> <p>(36)</p> <p>.....</p> <p>(37)</p> <p>.....</p> <p>(38)</p> <p>.....</p> <p>(39)</p> <p>.....</p> <p>(40)</p> <p>.....</p> <p>(41)</p> <p>.....</p> <p>(42)</p> <p>.....</p> <p>(43)</p> <p>.....</p> <p>(44)</p> <p>.....</p> <p>(45)</p> <p>.....</p> <p>(46)</p> <p>.....</p> <p>(47)</p> <p>.....</p> <p>(48)</p> <p>.....</p> <p>(49)</p> <p>.....</p> <p>(50)</p> <p>.....</p> <p>(51)</p> <p>.....</p> <p>(52)</p> <p>.....</p> <p>(53)</p> <p>.....</p> <p>(54)</p> <p>.....</p> <p>(55)</p> <p>.....</p> <p>(56)</p> <p>.....</p> <p>(57)</p> <p>.....</p> <p>(58)</p> <p>.....</p> <p>(59)</p> <p>.....</p> <p>(60)</p> <p>.....</p> <p>(61)</p> <p>.....</p> <p>(62)</p> <p>.....</p> <p>(63)</p> <p>.....</p> <p>(64)</p> <p>.....</p> <p>(65)</p> <p>.....</p> <p>(66)</p> <p>.....</p> <p>(67)</p> <p>.....</p> <p>(68)</p> <p>.....</p> <p>(69)</p> <p>.....</p> <p>(70)</p> <p>.....</p> <p>(71)</p> <p>.....</p> <p>(72)</p> <p>.....</p> <p>(73)</p> <p>.....</p> <p>(74)</p> <p>.....</p> <p>(75)</p> <p>.....</p> <p>(76)</p> <p>.....</p> <p>(77)</p> <p>.....</p> <p>(78)</p> <p>.....</p> <p>(79)</p> <p>.....</p> <p>(80)</p> <p>.....</p> <p>(81)</p> <p>.....</p> <p>(82)</p> <p>.....</p> <p>(83)</p> <p>.....</p> <p>(84)</p> <p>.....</p> <p>(85)</p> <p>.....</p> <p>(86)</p> <p>.....</p> <p>(87)</p> <p>.....</p> <p>(88)</p> <p>.....</p> <p>(89)</p> <p>.....</p> <p>(90)</p> <p>.....</p> <p>(91)</p> <p>.....</p> <p>(92)</p> <p>.....</p> <p>(93)</p> <p>.....</p> <p>(94)</p> <p>.....</p> <p>(95)</p> <p>.....</p> <p>(96)</p> <p>.....</p> <p>(97)</p> <p>.....</p> <p>(98)</p> <p>.....</p> <p>(99)</p> <p>.....</p> <p>(100)</p> <p>.....</p>	

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

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

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

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

Before Amendment	After Amendment
	<p data-bbox="890 300 1356 959">4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB1 million. But if it is more than 50% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB5 million, such transaction shall be submitted to the general meeting for consideration;</p> <p data-bbox="890 1008 1356 1519">5. The transaction amount (including debt and expenses assumed) is more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million. But if it is more than 50% of the latest audited net profit of the Company, and the absolute amount exceeds RMB50 million, such transaction shall be submitted to the general meeting for consideration;</p>

Before Amendment	After Amendment
	<p data-bbox="890 300 1359 810">6. Profits generated from transactions account for more than 10% of the Company's audited net profit for the most recent accounting year, and the absolute amount exceeds RMB1 million. But if it is more than 50% of the latest audited net profit of the Company, and the absolute amount exceeds RMB5 million, such transaction shall be submitted to the general meeting for consideration.</p> <p data-bbox="890 859 1359 995">If the data involved in the calculation of the above indicators is negative, the absolute value shall be taken for calculation.</p> <p data-bbox="890 1044 1359 1825">For the purpose of this item, transactions include, but are not limited to, the purchase or sale of assets; external investment (including entrusted wealth management, investment in subsidiaries, etc.); rent or lease assets; entrustment or acceptance of entrustment for the management of assets and business; gifts or acceptance of donated assets; creditor's rights or debt restructuring; transferring or acquiring research and development projects; entering into license agreements; waiver of rights (including waiver of pre-emptive right and pre-emptive right to subscribe for capital contribution, etc.); other transactions recognized by the stock exchanges.</p>

Before Amendment	After Amendment
	<p>(IV) With respect to specific approval authority for financial assistance, it shall be implemented in accordance with the standards stipulated in the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange;</p> <p>(V) Other matters required to be reviewed and approved by the board of directors pursuant to laws, administrative regulations and departmental rules.</p> <p>Unless otherwise specified by the securities regulatory rules of the places where the Company's shares are listed, matters under items (I) to (V) above that do not meet any of standards for board approval shall be approved by the chairman.</p>
<p>Article 115</p> <p>.....</p> <p>(二) 10%</p> <p>(三) 10%</p> <p>(四)</p> <p>.....</p>	<p>Article 117</p> <p>.....</p> <p>(二)</p> <p>.....</p>

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

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

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

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1353 400">Article 131 An independent director of the Company shall meet the following conditions:</p> <ul style="list-style-type: none"> <li data-bbox="815 449 1353 625">(I) having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions; <li data-bbox="815 674 1353 774">(II) complying with the independence requirements set forth in the Articles; <li data-bbox="815 823 1353 966">(III) having basic knowledge about the operation of a listed company and being familiar with the relevant laws, regulations and rules; <li data-bbox="815 1015 1353 1157">(IV) having at least five years of work experience in law, accounting or economics necessary to perform the duties of an independent director; <li data-bbox="815 1206 1353 1264">(V) possessing good personal integrity

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

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

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1350 476">Article 134 The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all independent directors of the Company:</p> <ul data-bbox="815 523 1350 1144" style="list-style-type: none"><li data-bbox="815 523 1350 591">(I) related transactions that shall be disclosed;<li data-bbox="815 634 1350 740">(II) any plans of the Company and related parties to change or waive their commitments;<li data-bbox="815 783 1350 923">(III) the decisions made and measures taken by the board of directors of the acquired listed company regarding the acquisition;<li data-bbox="815 966 1350 1144">(IV) other matters as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.

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

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

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

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1353 625">Article 141 The nomination committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, and for identifying and reviewing candidates for directors and senior management and their qualifications. It shall make recommendations to the board of directors on the following matters:</p> <p data-bbox="815 672 1353 1108"> (I) nomination or removal of directors; (II) appointment or dismissal of senior management; (III) other matters as stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles. </p> <p data-bbox="815 1161 1353 1364">If the board of directors does not adopt or fully adopt the recommendations of the nomination committee, it shall record the nomination committee's opinions and the specific reasons for not adopting them in the board resolution, and make disclosure.</p>

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1353 772">Article 142 The remuneration and evaluation committee shall be responsible for formulating the performance assessment criteria for directors and senior management, conducting their evaluations, and formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements, and other remuneration policies and plans for directors and senior management. It shall make recommendations to the board of directors on the following matters:</p> <p data-bbox="815 821 1353 885">(I) the remuneration of directors and senior management;</p> <p data-bbox="815 934 1353 1151">(II) the formulation of or amendment to equity incentive schemes, employee share schemes, and the achievement of conditions for the grant and exercise of rights by incentive participants;</p> <p data-bbox="815 1200 1353 1370">(III) the arrangements made by directors and senior management for shareholding plans in connection with the proposed spin-off of subsidiaries;</p> <p data-bbox="815 1419 1353 1672">(IV) other matters as stipulated by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles.</p> <p data-bbox="815 1721 1353 1968">Where the board of directors does not adopt or fully adopt the recommendations of the remuneration and evaluation committee, it shall record the committee's opinions and the specific reasons for not adopting them in the board resolution, and make disclosure.</p>

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

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

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

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

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

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

Before Amendment	After Amendment
New Article	Article 165 The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. According to the evaluation report and relevant information issued by the internal audit institution and reviewed by the audit committee, the Company issues the annual internal control evaluation report.
New Article	Article 166 When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institutions shall actively cooperate and provide necessary support and cooperation.
New Article	Article 167 The audit committee shall participate in the assessment of the person in charge of internal audit.
<p>Article 161 The internal audit institution shall be established by the Company. The internal audit institution shall be responsible for the internal control evaluation of the Company and shall report to the audit committee. The internal audit institution shall be independent and shall not be influenced by any department of the Company.</p>	<p>Article 169 The audit committee shall be responsible for the appointment and removal of the internal audit institution.</p>
<p>Article 169 The internal audit institution shall be established by the Company. The internal audit institution shall be responsible for the internal control evaluation of the Company and shall report to the audit committee. The internal audit institution shall be independent and shall not be influenced by any department of the Company.</p>	Deleted Article
<p>Article 171 The internal audit institution shall be established by the Company. The internal audit institution shall be responsible for the internal control evaluation of the Company and shall report to the audit committee. The internal audit institution shall be independent and shall not be influenced by any department of the Company.</p>	<p>Article 178 The internal audit institution shall be established by the Company. The internal audit institution shall be responsible for the internal control evaluation of the Company and shall report to the audit committee. The internal audit institution shall be independent and shall not be influenced by any department of the Company. solely on that account.</p>

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

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

Before Amendment	After Amendment
New Article	<p data-bbox="815 300 1353 736">Article 187 If the Company still has losses after making up for them in accordance with the provisions of paragraph 2 of Article 159 of the Articles, it may reduce its registered capital to make up for such losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.</p> <p data-bbox="815 783 1353 1336">Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 186 of the Article shall not apply. However, the Company shall announce the reduction on the newspaper(s) and website(s) (including the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk)) designated by securities regulatory authorities or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' meeting passes a resolution to reduce the registered capital.</p> <p data-bbox="815 1383 1353 1676">After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the accumulated amount of the statutory common reserve fund and the discretionary common reserve funds reaches 50% of the Company's registered capital.</p>

Before Amendment	After Amendment
New Article	Article 188 If the reduction of the registered capital is in violation of the

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

Before Amendment	After Amendment
<p>Article 184 第十四条 本行在中华人民共和国境内设立分支机构，应当经国务院银行业监督管理机构批准。</p> <p>本行在中华人民共和国境内设立分支机构，应当符合下列条件：（一）有符合本行注册资本要求的相应实收资本；（二）有符合要求的营业场所、安全防范设施和与业务有关的其他设施；（三）有具备任职专业知识和业务工作经验的从业人员；（四）有健全的风险管理体系；（五）国务院银行业监督管理机构规定的其他条件。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>.....</p>	<p>Article 195 第十五条 本行在中华人民共和国境内设立分支机构，应当经国务院银行业监督管理机构批准。</p> <p>本行在中华人民共和国境内设立分支机构，应当符合下列条件：（一）有符合本行注册资本要求的相应实收资本；（二）有符合要求的营业场所、安全防范设施和与业务有关的其他设施；（三）有具备任职专业知识和业务工作经验的从业人员；（四）有健全的风险管理体系；（五）国务院银行业监督管理机构规定的其他条件。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>.....</p>
<p>Article 185 第十五条 本行在中华人民共和国境内设立分支机构，应当经国务院银行业监督管理机构批准。</p> <p>本行在中华人民共和国境内设立分支机构，应当符合下列条件：（一）有符合本行注册资本要求的相应实收资本；（二）有符合要求的营业场所、安全防范设施和与业务有关的其他设施；（三）有具备任职专业知识和业务工作经验的从业人员；（四）有健全的风险管理体系；（五）国务院银行业监督管理机构规定的其他条件。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>.....</p>	<p>Article 196 第十五条 本行在中华人民共和国境内设立分支机构，应当经国务院银行业监督管理机构批准。</p> <p>本行在中华人民共和国境内设立分支机构，应当符合下列条件：（一）有符合本行注册资本要求的相应实收资本；（二）有符合要求的营业场所、安全防范设施和与业务有关的其他设施；（三）有具备任职专业知识和业务工作经验的从业人员；（四）有健全的风险管理体系；（五）国务院银行业监督管理机构规定的其他条件。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>本行在中华人民共和国境内设立分支机构，应当遵守下列规定：（一）不得超出批准的业务范围开展业务；（二）不得超出批准的区域开展业务；（三）不得超出批准的方式开展业务；（四）不得超出批准的对象开展业务；（五）不得超出批准的时间开展业务；（六）不得超出批准的其他条件开展业务。</p> <p>.....</p>



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

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

Before Amendment	After Amendment
<p>(ii) <i>to be inserted</i></p> <p>(iii) <i>to be inserted</i></p> <p>.....</p>	<p>(ii) <i>to be inserted</i></p> <p>(iii) <i>to be inserted</i></p> <p>.....</p>
<p>Article 195 <i>to be inserted</i> formulate <i>to be inserted</i></p>	<p>Article 206 <i>to be inserted</i> formulate <i>to be inserted</i></p>
<p>Article 196 <i>to be inserted</i> <i>0</i></p>	

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

...

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

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

1. 股東大會—股東會—()
2. ()

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

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

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

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

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

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

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

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

Before Amendments	After Amendments
<p>Rule 22 The general meeting shall be called by the directors and shall be held at such time and place as they may determine. The directors may also call special meetings of the shareholders for the purpose of amending the articles of association or the memorandum of association or for the purpose of authorizing or ratifying any act which may be done by the directors in connection with the business of the company.</p>	<p>Rule 23 The general meeting shall be called by the directors and shall be held at such time and place as they may determine. The directors may also call special meetings of the shareholders for the purpose of amending the articles of association or the memorandum of association or for the purpose of authorizing or ratifying any act which may be done by the directors in connection with the business of the company.</p>
<p>Rule 23 The general meeting shall be called by the directors and shall be held at such time and place as they may determine. The directors may also call special meetings of the shareholders for the purpose of amending the articles of association or the memorandum of association or for the purpose of authorizing or ratifying any act which may be done by the directors in connection with the business of the company.</p>	<p>Rule 24 The general meeting shall be called by the directors and shall be held at such time and place as they may determine. The directors may also call special meetings of the shareholders for the purpose of amending the articles of association or the memorandum of association or for the purpose of authorizing or ratifying any act which may be done by the directors in connection with the business of the company. Shareholders attending the general meeting shall be entitled to one vote for each share held. Shares held by the Company have no voting rights.</p>
<p>Rule 26 The directors may also call special meetings of the shareholders for the purpose of amending the articles of association or the memorandum of association or for the purpose of authorizing or ratifying any act which may be done by the directors in connection with the business of the company.</p>	<p>Rule 27 Where the general meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.</p>

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

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

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

Before Amendments	After Amendments
<p>Chapter 5 Voting and Resolutions of General Meetings</p>	<p>Deleted</p>
<p>Rule 41 [Faint, illegible text]</p>	<p>Deleted Rule</p>
<p>Rule 42 [Faint, illegible text]</p> <ul style="list-style-type: none"> () [Faint, illegible text] (i) [Faint, illegible text] (ii) [Faint, illegible text] (c) [Faint, illegible text] (e) [Faint, illegible text] (f) [Faint, illegible text] 	<p>Deleted Rule</p>

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

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

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

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

1. 股東大會- 股東會-

1. 股東大會- 股東會-
- 2.

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

Before Amendments	After Amendments
<p>1. The Board of Directors shall have the authority to make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting.</p>	<p>1. The Board of Directors shall have the authority to make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. (the “Hong Kong Listing Rules”).</p>
<p>Rule 3</p> <p>The Board of Directors shall have the authority to make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting.</p>	<p>Rule 3</p> <p>The Board of Directors shall have the authority to make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting.</p>
<p>Rule 4</p> <p>The Board of Directors shall have the authority to make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting. The Board of Directors may also make and alter the rules and regulations of the Association, subject to the approval of the General Meeting.</p>	<p>Deleted Rule</p>
<p>Chapter 2 Composition of the Board of Directors</p>	<p>Deleted</p>

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

Before Amendments	After Amendments
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Before Amendments	After Amendments
<p>Rule 10 <i>... the members of the association shall elect a board of directors...</i></p>	<p>Deleted Rule</p>
<p>Rule 11 <i>... the board of directors shall have the authority to manage the association...</i></p>	<p>Deleted Rule</p>
<p>Chapter 3 Directors</p>	<p>Deleted</p>
<p>Rule 12 <i>... the board of directors shall consist of not less than three members...</i></p>	<p>Deleted Rule</p>

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

Before Amendments	After Amendments
Rule 15 [Faint, illegible text]	

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

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

Before Amendments	After Amendments
<p>Rule 22</p> <p>1. The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and perform all the duties of the Association not reserved to the members or the Annual Meeting.</p> <p>2. The Board of Directors shall have the authority to:</p> <ul style="list-style-type: none"> a. Adopt, amend, repeal, suspend, or reinstate the Bylaws of the Association. b. Adopt, amend, repeal, suspend, or reinstate the Rules of Procedure of the Association. c. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. d. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. e. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. f. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. g. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. h. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. i. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. j. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. k. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. l. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. m. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. n. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. o. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. p. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. q. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. r. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. s. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. t. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. u. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. v. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. w. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. x. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. y. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. z. Adopt, amend, repeal, suspend, or reinstate the Rules of the Association. 	<p>Deleted Rule</p>

Before Amendments	After Amendments
Rule 23 <i>[Faint, illegible text]</i>	Deleted Rule
Rule 24 <i>[Faint, illegible text]</i>	Deleted Rule
Chapter 4 Independent Directors	Deleted

Before Amendments	After Amendments
<p>Rule 25</p> <p>1. The Board of Directors shall have the authority to manage and conduct the business of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the Association in the case of the following:</p> <p>a. The purchase, sale, lease, mortgage, or other disposition of real property owned by the Association, except for the purchase of real property for the purpose of constructing a building or other structure on the real property.</p> <p>b. The purchase, sale, lease, mortgage, or other disposition of personal property owned by the Association, except for the purchase of personal property for the purpose of constructing a building or other structure on the real property.</p> <p>c. The borrowing of money on behalf of the Association, except for the borrowing of money for the purpose of constructing a building or other structure on the real property.</p> <p>d. The incurring of any liability on behalf of the Association, except for the incurring of any liability for the purpose of constructing a building or other structure on the real property.</p> <p>e. The execution of any contract on behalf of the Association, except for the execution of any contract for the purpose of constructing a building or other structure on the real property.</p> <p>f. The execution of any instrument on behalf of the Association, except for the execution of any instrument for the purpose of constructing a building or other structure on the real property.</p> <p>2. The Board of Directors shall have the authority to execute any contract or instrument on behalf of the Association, except for the execution of any contract or instrument for the purpose of constructing a building or other structure on the real property.</p>	<p>Deleted Rule</p>
<p>Rule 26</p> <p>1. The Board of Directors shall have the authority to manage and conduct the business of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the Association in the case of the following:</p> <p>a. The purchase, sale, lease, mortgage, or other disposition of real property owned by the Association, except for the purchase of real property for the purpose of constructing a building or other structure on the real property.</p> <p>b. The purchase, sale, lease, mortgage, or other disposition of personal property owned by the Association, except for the purchase of personal property for the purpose of constructing a building or other structure on the real property.</p> <p>c. The borrowing of money on behalf of the Association, except for the borrowing of money for the purpose of constructing a building or other structure on the real property.</p> <p>d. The incurring of any liability on behalf of the Association, except for the incurring of any liability for the purpose of constructing a building or other structure on the real property.</p> <p>e. The execution of any contract on behalf of the Association, except for the execution of any contract for the purpose of constructing a building or other structure on the real property.</p> <p>f. The execution of any instrument on behalf of the Association, except for the execution of any instrument for the purpose of constructing a building or other structure on the real property.</p> <p>2. The Board of Directors shall have the authority to execute any contract or instrument on behalf of the Association, except for the execution of any contract or instrument for the purpose of constructing a building or other structure on the real property.</p>	<p>Deleted Rule</p>
<p>Rule 27</p> <p>1. The Board of Directors shall have the authority to manage and conduct the business of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the Association in the case of the following:</p> <p>a. The purchase, sale, lease, mortgage, or other disposition of real property owned by the Association, except for the purchase of real property for the purpose of constructing a building or other structure on the real property.</p> <p>b. The purchase, sale, lease, mortgage, or other disposition of personal property owned by the Association, except for the purchase of personal property for the purpose of constructing a building or other structure on the real property.</p> <p>c. The borrowing of money on behalf of the Association, except for the borrowing of money for the purpose of constructing a building or other structure on the real property.</p> <p>d. The incurring of any liability on behalf of the Association, except for the incurring of any liability for the purpose of constructing a building or other structure on the real property.</p> <p>e. The execution of any contract on behalf of the Association, except for the execution of any contract for the purpose of constructing a building or other structure on the real property.</p> <p>f. The execution of any instrument on behalf of the Association, except for the execution of any instrument for the purpose of constructing a building or other structure on the real property.</p> <p>2. The Board of Directors shall have the authority to execute any contract or instrument on behalf of the Association, except for the execution of any contract or instrument for the purpose of constructing a building or other structure on the real property.</p>	<p>Deleted Rule</p>

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

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

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

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

Before Amendments	After Amendments
<p>Rule 31</p> <p>1. The Board of Directors shall have the authority to manage and control the affairs of the Association and to exercise all the powers and authority vested in the Association by the Articles of Association and the Bylaws, subject to the approval of the Association in the event of any action which requires the approval of the Association.</p> <p>2. The Board of Directors shall have the authority to:</p> <p>(a) borrow money and mortgage, lease, convey, sell, or otherwise dispose of the real and personal property of the Association;</p> <p>(b) execute any instrument which may be necessary to carry out the purposes of the Association;</p> <p>(c) employ, fix the compensation of, and discharge any person who may be employed by the Association;</p> <p>(d) make, alter, amend, or repeal the Bylaws of the Association;</p> <p>(e) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(f) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(g) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(h) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(i) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(j) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(k) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(l) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(m) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(n) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(o) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(p) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(q) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(r) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(s) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(t) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(u) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(v) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(w) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(x) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(y) make, alter, amend, or repeal the rules and regulations of the Association;</p> <p>(z) make, alter, amend, or repeal the rules and regulations of the Association;</p>	<p>Deleted Rule</p>

Before Amendments	After Amendments
<p>Rule 32</p> <p>1. The Board of Directors shall have the authority to:</p> <p>a. manage and conduct the business of the Association;</p> <p>b. exercise all powers and perform all duties and obligations that are not reserved to the members or the Annual Meeting of the Association;</p> <p>c. determine the Association's budget and allocate the Association's funds;</p> <p>d. determine the Association's policies and procedures;</p> <p>e. determine the Association's financial statements and reports;</p> <p>f. determine the Association's rules and regulations;</p> <p>g. determine the Association's bylaws and amendments;</p> <p>h. determine the Association's membership and dues;</p> <p>i. determine the Association's legal and tax matters;</p> <p>j. determine the Association's insurance and risk management;</p> <p>k. determine the Association's personnel and compensation;</p> <p>l. determine the Association's real estate and property matters;</p> <p>m. determine the Association's contracts and agreements;</p> <p>n. determine the Association's investments and assets;</p> <p>o. determine the Association's records and documents;</p> <p>p. determine the Association's information technology and data security;</p> <p>q. determine the Association's public relations and communications;</p> <p>r. determine the Association's compliance and ethics;</p> <p>s. determine the Association's dispute resolution and arbitration;</p> <p>t. determine the Association's general and specific powers and duties.</p>	<p>Deleted Rule</p>

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

Before Amendments	After Amendments
<p>Section 1. The purpose of the Association shall be to provide a safe and secure environment for the children of the community and to provide a high quality education for all children. The Association shall also provide a safe and secure environment for the children of the community and to provide a high quality education for all children.</p>	
<p>Rule 34 The Association shall provide a safe and secure environment for the children of the community and to provide a high quality education for all children. The Association shall also provide a safe and secure environment for the children of the community and to provide a high quality education for all children.</p>	<p>Deleted Rule</p>

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

Before Amendments	After Amendments
<p>Rule 36</p> <p>1. The Board of Directors shall have the following powers and duties:</p> <p>(i) To manage and control the affairs of the Association;</p> <p>(ii) To cause the Association to comply with the laws of the State of Florida and the rules and regulations of the Florida Bar;</p> <p>(iii) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(iv) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(v) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(vi) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>2. The Board of Directors shall have the following powers and duties:</p> <p>(i) To manage and control the affairs of the Association;</p> <p>(ii) To cause the Association to comply with the laws of the State of Florida and the rules and regulations of the Florida Bar;</p> <p>(iii) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(iv) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(v) To cause the Association to comply with the rules and regulations of the Florida Bar;</p> <p>(vi) To cause the Association to comply with the rules and regulations of the Florida Bar;</p>	<p>Deleted Rule</p>

Before Amendments	After Amendments
<p>Rule 37</p> <p>1. The Board of Directors shall have the following powers and duties:</p> <p>(i) To manage and control the affairs of the Association;</p> <p>(ii) To cause the Association's budget to be prepared and to cause the same to be audited by a certified public accountant;</p> <p>(iii) To cause the Association's financial statements to be prepared and to cause the same to be audited by a certified public accountant;</p> <p>(iv) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(v) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(vi) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(vii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(viii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(ix) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(x) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xi) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xiii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xiv) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xv) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xvi) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xvii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xviii) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xix) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p> <p>(xx) To cause the Association's records to be maintained and to cause the same to be audited by a certified public accountant;</p>	<p>Deleted Rule</p>



Before Amendments	After Amendments
<p>Rule 38 ...</p> <p>(i) ...</p> <p>(ii) ...</p> <p>(iii) ...</p> <p>(iv) ...</p>	<p>Deleted Rule</p>

Before Amendments	After Amendments
<p>Rule 39</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv)</p> <p>(v)</p> <p>(vi)</p> <p>(vii)</p> <p>(viii)</p>	<p>Deleted Rule</p>

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

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

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

Before Amendments	After Amendments
<p>Chapter 7 Rules for the Meeting of the Board of Directors</p>	<p>Deleted Rule</p>
<p>Rule 55 A copy of the minutes of the meeting shall be distributed to all members of the board of directors at least twice before the meeting. The minutes shall be read at the meeting and approved by the board of directors. The minutes shall be a true and correct statement of the proceedings and the substance of the business transacted at the meeting. The minutes shall be the property of the board of directors and shall be kept in the files of the board of directors. The minutes shall be subject to the review and correction of the board of directors. The minutes shall be subject to the review and correction of the board of supervisors.</p>	<p>Rule 11 A copy of the minutes of the meeting shall be distributed to all members of the board of directors at least before the meeting. The minutes shall be read at the meeting and approved by the board of directors. The minutes shall be a true and correct statement of the proceedings and the substance of the business transacted at the meeting. The minutes shall be the property of the board of directors and shall be kept in the files of the board of directors. The minutes shall be subject to the review and correction of the board of directors.</p>

Before Amendments	After Amendments
<p>Rule 56 [Faint text]</p> <p>(i) [Faint text]</p> <p>(ii) [Faint text]</p> <p>(iii) [Faint text]</p> <p>(iv) [Faint text]</p> <p>(v) [Faint text]</p> <p>(vi) [Faint text]</p> <p>[Faint text]</p> <p>1. [Faint text]</p> <p>2. [Faint text]</p> <p>[Faint text]</p> <p>[Faint text]</p> <p>[Faint text]</p> <p>[Faint text]</p> <p>[Faint text]</p> <p>[Faint text]</p>	<p>Deleted Rule</p>

Before Amendments	After Amendments
<p>(iii)</p> <p>1.</p> <p>2.</p> <p>3.</p> <p>4.</p>	
<p>Newly Added Rule</p>	<p>Rule 14 A notice of board meeting shall contain the following:</p> <ol style="list-style-type: none"> 1. date and venue of the meeting; 2. duration of the meeting; 3. reasons and subjects for discussion; 4. date of notice.
<p>Rule 59</p>	<p>Rule 15</p> <p>The chief executive officer shall attend the board meeting. Where necessary, other relevant persons whom the presider of the meeting believes need to attend the meeting may be notified to attend the meeting.</p>

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

Before Amendments	After Amendments
<p>Newly Added Rule</p>	<p>Rule 17 When a director authorizes other director or is authorized to attend the board meeting, the following principles shall be followed:</p> <ol style="list-style-type: none"> <li data-bbox="815 485 1353 774">(1) when considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either; <li data-bbox="815 825 1353 1038">(2) the independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either; <li data-bbox="815 1089 1353 1378">(3) the directors shall not fully authorize other directors to attend the meeting without giving their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept the full authorization or the unclearly defined authorization; <li data-bbox="815 1430 1353 1634">(4) one director shall not accept the authorizations of more than two directors while a director cannot authorize a director who has been authorized by other two directors to attend the meeting.

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

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

Before Amendments	After Amendments
	<p data-bbox="815 300 1353 1257">If directors have associated relationship with enterprises or individual involved in issues to be determined in the meeting of the board of directors, such directors shall report to the board of directors in writing promptly. Any director having affiliated relationship shall not exercise the voting power on the resolution or exercise the voting power on behalf of other directors. The meeting of the board of directors may be held with over one-half directors without associated relationship, and the resolutions of the meeting of the board of directors shall be approved by over one-half directors without associated relationship. If the unassociated directors attending the meeting of the board of directors are less than 3 people, the issues shall be submitted to the general meetings for examination. If there are any additional restrictions on directors' participation in meeting of the board of directors and voting imposed by laws, regulations and securities regulatory rules of the places where the Company's shares are listed, such provisions shall prevail.</p> <p data-bbox="815 1306 1353 1596">The extraordinary general meetings of the board of directors may, under the premise that directors will be guaranteed to have their opinions fully and thoroughly expressed, be conducted via communication and resolutions may be passed thereat, to be signed by the directors present at the meeting.</p>

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

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

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

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

Before Amendments	After Amendments
<p>Rule 63</p> <p>...</p>	<p>Deleted Rule</p>
<p>Rule 64</p> <p>...</p>	<p>Rule 26</p> <p>maintain minutes of the meetings so as to record the decisions on the matters considered.</p> <p>...</p>

Before Amendments	After Amendments
<p>Rule 65 [Faint text]</p>	<p>Deleted Rule</p>
<p>Rule 66 [Faint text]</p> <p>(1) [Faint text]</p> <p>(2) [Faint text]</p> <p>(3) [Faint text]</p> <p>(4) [Faint text]</p> <p>[Faint text]</p>	<p>Rule 27 [Faint text]</p> <p>(1) [Faint text]</p> <p>(2) [Faint text]</p> <p>(3) [Faint text]</p> <p>(4) [Faint text]</p> <p>(5) the [Faint text]</p>

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

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

[Faint, illegible text]

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

CHAPTER 1 GENERAL PROVISIONS

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

Article 2 This Policy shall be implemented by the independent non-executive directors of the Company. The independent non-executive directors shall exercise their duties in accordance with the provisions of this Policy and the **Articles of Association** of the Company. The independent non-executive directors shall not be held liable for any losses suffered by the Company as a result of their exercise of duties in accordance with this Policy, provided that they have acted in good faith and in the best interests of the Company.

... ..

CHAPTER 2 QUALIFICATIONS FOR APPOINTMENT AND REMOVAL

Article 5

(i)

(ii) 1%

(iii) 1%

(iv)

(v)

(vi)

(vii) (i) & (ii)

(viii)

... ..

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

... ..

Article 6

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

Article 7

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

Article 8

The Board shall have the authority to nominate, elect, re-elect, remove, suspend, or terminate any member of the Board, and to fill any vacancy in the Board, subject to the approval of the shareholders.

Article 9

The Board shall have the authority to nominate, elect, re-elect, remove, suspend, or terminate any member of the Board, and to fill any vacancy in the Board, subject to the approval of the shareholders. (10(2))

(i)

(ii)

(iii)

CHAPTER 3 NOMINATION, ELECTION AND CHANGE

Article 10

1% The Board shall have the authority to nominate, elect, re-elect, remove, suspend, or terminate any member of the Board, and to fill any vacancy in the Board, subject to the approval of the shareholders.

Article 11

The Board shall have the authority to nominate, elect, re-elect, remove, suspend, or terminate any member of the Board, and to fill any vacancy in the Board, subject to the approval of the shareholders.

Article 12

The Board shall have the authority to nominate, elect, re-elect, remove, suspend, or terminate any member of the Board, and to fill any vacancy in the Board, subject to the approval of the shareholders.

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Article 12

Article 13

Article 14

Article 15

0

Article 16

... 0 ...

CHAPTER 4 DUTIES AND MODALITIES OF PERFORMANCE

Article 17

(i) ...

(ii) ...

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

(c) The Independent Non-Executive Directors shall have the right to call upon the Company's auditors for information and to consult with them in relation to the audit of the Company's accounts.

(d) The Independent Non-Executive Directors shall have the right to call upon the Company's lawyers for information and to consult with them in relation to the Company's legal affairs.

The Independent Non-Executive Directors shall have the right to call upon the Company's accountants for information and to consult with them in relation to the Company's financial affairs.

The Independent Non-Executive Directors shall have the right to call upon the Company's other professional advisers for information and to consult with them in relation to the Company's other affairs.

The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

Article 19 The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(i) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(ii) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(iii) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(iv) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

Article 20 The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(i) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(ii) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(iii) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

(iv) The Independent Non-Executive Directors shall have the right to call upon the Company's other advisers for information and to consult with them in relation to the Company's other affairs.

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

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

Article 21

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

Article 22

(Special meetings of independent directors)

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

Article 23

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

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

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

Article 24

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

Article 25

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

Article 26

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

Article 27

The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

- (i) The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.
- (ii) The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.
- (iii) The independent non-executive directors shall be persons who are not connected persons of the Company as defined in the Listing Rules and who are not employees of the Company or any of its subsidiaries.

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

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

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

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

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

Article 28

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

CHAPTER 5 PERFORMANCE GUARANTEE

Article 29

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

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

Article 30

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

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

APPENDIX II POLICY OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Article 31

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors. The Independent Non-Executive Directors shall also have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

Article 32

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

Article 33

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

Article 34

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

Article 35

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

The Independent Non-Executive Directors shall have the right to attend and participate in all meetings of the Board of Directors and shall have the right to receive all notices of such meetings and all information and documents which are required to be provided to the Board of Directors.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 36 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

Article 37 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

(i) 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

(ii) 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

(iii) 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

(iv) 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

(v) 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

Article 38 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

Article 39 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

Article 40 公司增加注册资本时，按照认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。该等股东未足额缴纳的，按照认缴出资未缴足或未足额缴纳的股东认缴出资的先后顺序，由认缴出资未缴足或未足额缴纳的股东优先缴纳。

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022年

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

CHAPTER 1 GENERAL PROVISIONS

Article 1

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

Article 2

These Management Measures of Related-Party Transactions apply to the Company and its subsidiaries.

Article 3

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

Article 4

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

CHAPTER 2 RELATED PARTIES AND RELATED RELATIONSHIP

Article 5 (1) The related parties of a company shall include the following persons:

Article 6 (1) The related parties of a company shall include the following persons:

(i) any person who is a director or a member of the board of directors of the company;

(ii) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest;

(iii) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of the company;

(iv) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest;

(v) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of the company.

(i) any person who is a director or a member of the board of directors of the company and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest;

(ii) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of the company;

(iii) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of the company;

(iv) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest;

(v) any person who is a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of a company in which the company holds a substantial interest and who is also a director or a member of the board of directors of the company.

Article 8

(i) 10% (ten percent) of the total number of shares of the Company held by the Company's directors, supervisors, and senior management, and the Company's directors, supervisors, and senior management shall be deemed to be the Company's related parties.

Article 9

(i) The following persons shall be deemed to be the Company's related parties: (i) the Company's directors, supervisors, and senior management; (ii) the Company's directors, supervisors, and senior management's immediate family members; (iii) the Company's directors, supervisors, and senior management's basic connected persons; (iv) the Company's directors, supervisors, and senior management's related parties.

(ii) The Company's directors, supervisors, and senior management's immediate family members shall be deemed to be the Company's related parties. (i) Immediate Family Member: (i) spouse; (ii) children; (iii) parents; (iv) siblings; (v) grandparents; (vi) grandchildren; (vii) uncles; (viii) aunts; (ix) nephews; (x) nieces; (xi) in-laws; (xii) other persons who have a close relationship with the Company's directors, supervisors, and senior management.

(iii) The Company's directors, supervisors, and senior management's basic connected persons shall be deemed to be the Company's related parties.

1. The Company's directors, supervisors, and senior management's related parties shall be deemed to be the Company's related parties.

(1) The Company's directors, supervisors, and senior management's immediate family members shall be deemed to be the Company's related parties. (i) Immediate Family Member: (i) spouse; (ii) children; (iii) parents; (iv) siblings; (v) grandparents; (vi) grandchildren; (vii) uncles; (viii) aunts; (ix) nephews; (x) nieces; (xi) in-laws; (xii) other persons who have a close relationship with the Company's directors, supervisors, and senior management.

(2) The Company's directors, supervisors, and senior management's basic connected persons shall be deemed to be the Company's related parties. (i) Basic Connected Person: (i) the Company's directors, supervisors, and senior management's spouse; (ii) the Company's directors, supervisors, and senior management's children; (iii) the Company's directors, supervisors, and senior management's parents; (iv) the Company's directors, supervisors, and senior management's siblings; (v) the Company's directors, supervisors, and senior management's grandparents; (vi) the Company's directors, supervisors, and senior management's grandchildren; (vii) the Company's directors, supervisors, and senior management's uncles; (viii) the Company's directors, supervisors, and senior management's aunts; (ix) the Company's directors, supervisors, and senior management's nephews; (x) the Company's directors, supervisors, and senior management's nieces; (xi) the Company's directors, supervisors, and senior management's in-laws; (xii) other persons who have a close relationship with the Company's directors, supervisors, and senior management.

(i) 0%-10% of the total number of shares of the Company held by the Company's directors, supervisors, and senior management, and the Company's directors, supervisors, and senior management shall be deemed to be the Company's related parties.

(i) The Company's directors, supervisors, and senior management's immediate family members shall be deemed to be the Company's related parties. (i) Immediate Family Member: (i) spouse; (ii) children; (iii) parents; (iv) siblings; (v) grandparents; (vi) grandchildren; (vii) uncles; (viii) aunts; (ix) nephews; (x) nieces; (xi) in-laws; (xii) other persons who have a close relationship with the Company's directors, supervisors, and senior management.

(ii) The Company's directors, supervisors, and senior management's basic connected persons shall be deemed to be the Company's related parties. (i) Basic Connected Person: (i) the Company's directors, supervisors, and senior management's spouse; (ii) the Company's directors, supervisors, and senior management's children; (iii) the Company's directors, supervisors, and senior management's parents; (iv) the Company's directors, supervisors, and senior management's siblings; (v) the Company's directors, supervisors, and senior management's grandparents; (vi) the Company's directors, supervisors, and senior management's grandchildren; (vii) the Company's directors, supervisors, and senior management's uncles; (viii) the Company's directors, supervisors, and senior management's aunts; (ix) the Company's directors, supervisors, and senior management's nephews; (x) the Company's directors, supervisors, and senior management's nieces; (xi) the Company's directors, supervisors, and senior management's in-laws; (xii) other persons who have a close relationship with the Company's directors, supervisors, and senior management.

(c) 0% 0% ()

2. ()

(1) ()

(2) (Trustee) ()

() 0% () (1) 0%

() 0% ()

()

1. () 10% ()

Article 10

1. The Commission shall be composed of 10 members, 5 of whom shall be appointed by the Council and 5 by the Parliament, for a period of 5 years, renewable once.

2. The Commission shall elect its President from among its members.

3. The Commission shall elect its Vice-President from among its members.

4. The Commission shall elect its members from among the candidates proposed by the Council and the Parliament.

5. The Commission shall elect its members from among the candidates proposed by the Council and the Parliament.

Article 15

1. The Board shall, in the management of the Company, observe the following principles:

- (i) to ensure that the Company's resources are used for the benefit of the Company;
- (ii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company;
- (iii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;
- (iv) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(i) to ensure that the Company's resources are used for the benefit of the Company;

(ii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(iii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(iv) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(v) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(vi) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(vii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

(viii) to ensure that the Company's resources are not used for the benefit of any individual or group of individuals, other than the Company, in a manner which is likely to result in a conflict of interest;

Article 16 本公司及附屬公司與關連人士進行之交易，應遵照下列原則進行：

- (i) 本公司及附屬公司與關連人士進行之交易，應遵照下列原則進行：
 - (a) 本公司及附屬公司應採取一切合理措施，以確保該等交易乃按一般商業條款進行，且該等交易之條款與條件，應與本公司及附屬公司與獨立第三方進行之交易之條款與條件相若；
 - (b) 本公司及附屬公司應採取一切合理措施，以確保該等交易之條款與條件，應與本公司及附屬公司與獨立第三方進行之交易之條款與條件相若；
 - (c) 本公司及附屬公司應採取一切合理措施，以確保該等交易之條款與條件，應與本公司及附屬公司與獨立第三方進行之交易之條款與條件相若；
 - (d) 本公司及附屬公司應採取一切合理措施，以確保該等交易之條款與條件，應與本公司及附屬公司與獨立第三方進行之交易之條款與條件相若；
 - (e) 本公司及附屬公司應採取一切合理措施，以確保該等交易之條款與條件，應與本公司及附屬公司與獨立第三方進行之交易之條款與條件相若；

Article 17 本公司及附屬公司與關連人士進行之交易，應遵照下列原則進行：

Article 18 本公司及附屬公司與關連人士進行之交易，應遵照下列原則進行：

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

Article 19 The Board of Directors shall have the authority to approve or disapprove the related-party transactions entered into by the Company, subject to the approval of the shareholders, and to determine the terms and conditions of such transactions, including the following:

- (i) the nature and scope of the related-party transaction;
- (ii) the terms and conditions of the related-party transaction, including the price and the method of payment;
- (iii) the procedures for the related-party transaction, including the method of payment and the method of delivery;
- (iv) any other matters relating to the related-party transaction.

Article 20 The Board of Directors shall have the authority to approve or disapprove the related-party transactions entered into by the Company, subject to the approval of the shareholders, and to determine the terms and conditions of such transactions, including the following:

Article 21 The Board of Directors shall have the authority to approve or disapprove the related-party transactions entered into by the Company, subject to the approval of the shareholders, and to determine the terms and conditions of such transactions, including the following:

Article 22 The Board of Directors shall have the authority to approve or disapprove the related-party transactions entered into by the Company, subject to the approval of the shareholders, and to determine the terms and conditions of such transactions, including the following:

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

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

1. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted on an arm's length basis and that the terms and conditions of the transaction are no less favorable to the Company than those that would have been obtained in a transaction with an independent third party.

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

3. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the applicable laws and regulations.

4. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in a transparent and fair manner.

Article 24

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted on an arm's length basis and that the terms and conditions of the transaction are no less favorable to the Company than those that would have been obtained in a transaction with an independent third party.

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in the best interests of the Company and its shareholders.

Article 25

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the applicable laws and regulations.

Article 26

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in a transparent and fair manner.

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the applicable laws and regulations.

Article 27

1. (i)

(i) ... 0. ...

(ii) ... 0.5%

(iii) ...

1. ... 0.5%

2. ... 2%

...

...

...

Article 28

2. The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the following principles:

- (i) The transaction shall be conducted in accordance with the principle of fair and reasonable;
- (ii) The transaction shall be conducted in accordance with the principle of transparency;

Article 29

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the following principles:

- (i) The transaction shall be conducted in accordance with the principle of fair and reasonable;
- (ii) The transaction shall be conducted in accordance with the principle of transparency;
- (iii) The transaction shall be conducted in accordance with the principle of full disclosure;

Article 30

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the following principles:

Article 31

The Company shall, in the event of any related-party transaction, ensure that the transaction is conducted in accordance with the following principles:

- (i) The transaction shall be conducted in accordance with the principle of fair and reasonable;
- (ii) The transaction shall be conducted in accordance with the principle of transparency;
- (iii) The transaction shall be conducted in accordance with the principle of full disclosure;
- (iv) The transaction shall be conducted in accordance with the principle of full disclosure;
- (v) The transaction shall be conducted in accordance with the principle of full disclosure;
- (vi) The transaction shall be conducted in accordance with the principle of full disclosure;
- (vii) The transaction shall be conducted in accordance with the principle of full disclosure;
- (viii) The transaction shall be conducted in accordance with the principle of full disclosure;

Article 32 The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

Article 33 The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

Article 34 The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

Article 35 The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

(i) The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

(ii) The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

(iii) The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

(iv) The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

(v) The Board shall ensure that the Company's financial statements are prepared in accordance with the applicable accounting standards and that the financial statements are audited by an independent auditor.

CHAPTER 5 DISCLOSURE OF RELATED-PARTY TRANSACTIONS

Article 36

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

Article 37

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

Article 38

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

Article 39

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

Article 40

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

(i) Name of the related party;

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

(iii) Description of the related party's relationship with the Company;

(iv) Description of the related party's relationship with the Company;

(v) Description of the related party's relationship with the Company.

Article 41

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

Article 42

(I)

(II)

(III)

(IV)

CHAPTER 6 SUPPLEMENTARY PROVISIONS**Article 43****Article 44****Article 45****Zhejiang Sanhua Intelligent Controls Co., Ltd.**

2022

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

CHAPTER 1 GENERAL PROVISIONS

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

Article 2 The Company shall set up a Proceeds Management Department to be responsible for the management of the proceeds.

Article 3 The Company shall set up a Proceeds Management Committee to be responsible for the management of the proceeds.

Article 4 The Company shall set up a Proceeds Management Office to be responsible for the management of the proceeds.

CHAPTER 2 DEPOSIT OF THE PROCEEDS

Article 5 The Company shall set up a Special Account for the deposit of the proceeds.

The Special Account shall be used for the deposit of the proceeds.

The Special Account shall be used for the deposit of the proceeds.

Article 6

Tripartite Agreement-

- (i) _____
- (ii) _____
- (iii) _____ 20%
- (iv) _____

CHAPTER 3 USE OF THE PROCEEDS

Article 7 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 8 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 8 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 9 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 10 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 11 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

Article 12 The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

(i) The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

(ii) The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

(iii) The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

(iv) The proceeds shall be used for the following purposes: (i) to pay the expenses of the project; (ii) to pay the salaries and allowances of the staff of the project; (iii) to pay the interest on the loan; (iv) to pay the taxes and other charges; (v) to pay the other expenses of the project.

... ..

Article 13 /

... () ... 10% ...

... () ... 1%

Article 16 ...

(iii) ...

(iv) ...

(v) ...

...

Article 19 / ...

(i) ...

(ii) ...

(iii) ... 12

(iv) ...

Article 20 / ...

(i) ...

(ii) ...

(iii) ...

(iv) ...

(c) ...

(d) ...

... shall be ...

Article 21

... shall be ...

(i) ...

(ii) ...

(iii) ...

Article 22

... shall be ...

... shall be ...

... shall be ...

... shall be ...

CHAPTER 4 CHANGE OF PROCEEDS-FUNDED PROJECTS

Article 23

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

Article 24

Article 25

Article 26

Article 27

Article 28

Handwritten text for Article 28, describing the management of proceeds.

- (i) Handwritten text for sub-article (i)
- (ii) Handwritten text for sub-article (ii)
- (iii) Handwritten text for sub-article (iii)

CHAPTER 5 MANAGEMENT AND SUPERVISION OF THE PROCEEDS

Article 29

Handwritten text for Article 29, detailing the management and supervision of proceeds.

Handwritten text for Article 29, detailing the management and supervision of proceeds.

Article 30

Handwritten text for Article 30, detailing the management and supervision of proceeds.

Article 31

Handwritten text for Article 31, detailing the management and supervision of proceeds, including a 0% reference.

Article 36

Article 37

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022

ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.
ONLINE VOTING MANAGEMENT SYSTEM OF THE GENERAL MEETING

CHAPTER 1 GENERAL PROVISIONS

Article 1

This system is established in accordance with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations. (浙江三花智能控制股份有限公司) (the **Company**),

Article 2

This system is established in accordance with the provisions of the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations. (the **Shenzhen Stock Exchange**).

(the **Online Voting System**)

This system is established in accordance with the provisions of the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations.

(the **Information Company**).

(the **Information Company**).

Article 3

This system is established in accordance with the provisions of the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations.

Article 4

This system is established in accordance with the provisions of the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations.

Article 5

This system is established in accordance with the provisions of the Securities and Futures Law of the People's Republic of China, the Measures for the Administration of Internet Information Services, and other relevant laws and regulations.

CHAPTER 2 PREPARATION FOR ONLINE VOTING

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

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

APPENDIX V ONLINE VOTING MANAGEMENT SYSTEM OF THE GENERAL MEETING

Article 14

At any general meeting, the Chairman or the person acting as Chairman shall have the authority to do any of the following things:

- (i) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (ii) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (iii) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (iv) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (v) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (vi) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;
- (vii) suspend any resolution proposed at the meeting if it is in his opinion that the suspension is necessary in the interests of the Company;

At any general meeting, the Chairman or the person acting as Chairman shall have the authority to do any of the following things:

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

Article 15

At any general meeting, the Chairman or the person acting as Chairman shall have the authority to do any of the following things:

At any general meeting, the Chairman or the person acting as Chairman shall have the authority to do any of the following things:

At any general meeting, the Chairman or the person acting as Chairman shall have the authority to do any of the following things:

APPENDIX V ONLINE VOTING MANAGEMENT SYSTEM OF THE GENERAL MEETING

Article 16

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

Article 17

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

Article 18

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

Article 19

The Board of Directors may, in its discretion, establish and modify the procedures for the conduct of the meeting, including the procedures for the voting of shares, and may, in its discretion, determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted. The Board of Directors may also determine the manner in which the shares of the Company shall be voted and the manner in which the votes shall be counted.

APPENDIX V ONLINE VOTING MANAGEMENT SYSTEM OF THE GENERAL MEETING

Article 19. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 20. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 21. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 21. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 22. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 22. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 23. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 24. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 25. The Board of Directors may, in its discretion, establish and amend the rules and procedures for the conduct of the meeting, including the use of an online voting management system, provided that such rules and procedures are consistent with the provisions of the Charter and the Bylaws.

Article 25

Article 26

Article 26

Article 27

Article 27

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 28

Article 28

Article 29

Article 29

Article 30

Article 30

Article 31

Article 31

Article 32

Article 32

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

CHAPTER 1 GENERAL PROVISIONS

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

CHAPTER 2 PRINCIPLES FOR EXTERNAL INVESTMENT

Article 5

- (i) External investment shall be made in accordance with the principles of transparency, fairness, and efficiency.
- (ii) External investment shall be made in accordance with the principles of transparency, fairness, and efficiency.
- (iii) External investment shall be made in accordance with the principles of transparency, fairness, and efficiency.

CHAPTER 3 APPROVAL AUTHORITY FOR EXTERNAL INVESTMENT

Article 6

External investment shall be made in accordance with the principles of transparency, fairness, and efficiency.

Article 7

- (i) External investment shall be made in accordance with the principles of transparency, fairness, and efficiency.
1. External investment shall be made in accordance with the principles of transparency, fairness, and efficiency. 10%
 2. External investment shall be made in accordance with the principles of transparency, fairness, and efficiency. (10%)
 3. External investment shall be made in accordance with the principles of transparency, fairness, and efficiency. (10%)

... (U.S. dollars) ... 10% ... 1

... 10% ... 10

... 10% ... 1

... 10%

...

...

(1) ...

1. ... 10%

2. ... 10% ... 10

... 10% ... 10

... 10% ... 10

1. The company shall invest in (i) equity shares of companies (including companies in which the company holds shares) in which the company's investment shall not exceed 10% of the net worth of the company.

(ii) preference shares of companies in which the company's investment shall not exceed 10% of the net worth of the company.

(iii) debentures of companies in which the company's investment shall not exceed 10% of the net worth of the company.

(iv) any other securities in which the company's investment shall not exceed 10% of the net worth of the company.

The company shall not invest in any company in which the company's investment shall exceed 10% of the net worth of the company.

(v) The company shall not invest in any company in which the company's investment shall exceed 10% of the net worth of the company.

(vi) The company shall not invest in any company in which the company's investment shall exceed 10% of the net worth of the company.

Article 8 / The company shall not invest in any company in which the company's investment shall exceed 10% of the net worth of the company.

Article 9 / The company shall not invest in any company in which the company's investment shall exceed 10% of the net worth of the company.

**CHAPTER 4 ORGANIZATIONS AND RESPONSIBILITIES
FOR EXTERNAL INVESTMENT**

Article 10 The Board of Directors shall be responsible for the overall management of the Company and shall have the authority to make all decisions necessary for the operation of the Company, subject to the approval of the shareholders.

Article 11 The Board of Directors shall have the authority to appoint and remove the members of the Executive Committee and to determine their terms of office and powers.

Article 12 The Executive Committee shall be responsible for the day-to-day management of the Company and shall have the authority to make all decisions necessary for the operation of the Company, subject to the approval of the Board of Directors. The Executive Committee shall also be responsible for the implementation of the policies and strategies approved by the Board of Directors.

Article 13 The Board of Directors shall have the authority to appoint and remove the members of the Audit Committee and to determine their terms of office and powers. The Audit Committee shall be responsible for the oversight of the Company's financial reporting process and for the monitoring of the Company's internal control system.

Article 14 The Board of Directors shall have the authority to appoint and remove the members of the Nominations Committee and to determine their terms of office and powers. The Nominations Committee shall be responsible for the identification and recommendation of qualified candidates for the Board of Directors.

Article 15 The Board of Directors shall have the authority to appoint and remove the members of the Remuneration Committee and to determine their terms of office and powers. The Remuneration Committee shall be responsible for the determination of the remuneration of the members of the Board of Directors and the members of the Executive Committee.

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

Article 16

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 17

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 18

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 19

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 20

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 21

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

Article 22

1. The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

(i)

The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

(ii)

The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

(iii)

The Board of Directors shall have the authority to enter into any agreement, contract, or arrangement with any person or entity, including the Government of India, for the purpose of external investment, subject to the approval of the Government of India.

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

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

Article 27 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

Article 28 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

CHAPTER 7 PERSONNEL MANAGEMENT OF EXTERNAL INVESTMENT

Article 29 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

Article 30 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

Article 31 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

Article 32 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

CHAPTER 8 FINANCIAL MANAGEMENT AND AUDIT OF EXTERNAL INVESTMENT

Article 33 *The Board of Directors of the Company shall have the authority to determine the amount of the investment and the terms and conditions of the investment, and to approve the investment agreement and the related documents.*

Article 34 The Board of Directors shall have the authority to determine the investment policy and strategy of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

Article 35 The Board of Directors shall have the authority to determine the investment process and procedures of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

Article 36 The Board of Directors shall have the authority to determine the investment policy and strategy of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

Article 37 The Board of Directors shall have the authority to determine the investment process and procedures of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

Article 38 The Board of Directors shall have the authority to determine the investment policy and strategy of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

Article 39 The Board of Directors shall have the authority to determine the investment process and procedures of the Company, and to approve the investment decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the investment objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's investments.

CHAPTER 9 INFORMATION DISCLOSURE OF EXTERNAL INVESTMENT

Article 40 The Board of Directors shall have the authority to determine the information disclosure policy and strategy of the Company, and to approve the information disclosure decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the information disclosure objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's information disclosure.

Article 41 The Board of Directors shall have the authority to determine the information disclosure process and procedures of the Company, and to approve the information disclosure decisions of the Company, subject to the approval of the General Meeting of Shareholders. The Board of Directors shall also have the authority to determine the information disclosure objectives, risk tolerance, and asset allocation of the Company, and to monitor and evaluate the performance of the Company's information disclosure.

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

CHAPTER 1 GENERAL PROVISIONS

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

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

Article 3 These Management Rules for External Guarantee shall be subject to the provisions of the Company Law of the People's Republic of China.

Article 4 These Management Rules for External Guarantee shall be subject to the provisions of the Securities and Futures Ordinance (Cap. 571) and the Rules Governing the Listing of Securities (the Listing Rules) of the Securities and Futures Commission of the Hong Kong.

Article 5 These Management Rules for External Guarantee shall be subject to the provisions of the Rules Governing the Listing of Securities of the Hong Kong.

Article 10 The guarantor shall be liable for the performance of the obligation of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.

Section 2 Examination and Approval of Guarantees

Article 11 The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor. The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.

- (1) The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.
- (2) The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.
- (3) The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.
- (4) The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.
- (5) The guarantor shall be liable for the performance of the obligation of the debtor in the event of default of the debtor.

Article 13

The Board of Directors shall have the authority to:

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

Article 14

The Board of Directors shall have the authority to:

...

Article 15

The Board of Directors shall have the authority to:

...

Section 3 Conclusion of Guarantee Contract

Article 20

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

The guarantor shall be liable for the performance of the obligation of the principal debtor, unless otherwise provided in the guarantee contract.

Article 21

The guarantor shall be liable for the performance of the obligation of the principal debtor, unless otherwise provided in the guarantee contract.

The guarantor shall be liable for the performance of the obligation of the principal debtor, unless otherwise provided in the guarantee contract.

Article 22

The guarantor shall be liable for the performance of the obligation of the principal debtor, unless otherwise provided in the guarantee contract.

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

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

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

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

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

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

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

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

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 42 The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors. The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors. The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors.

Article 43 The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors. The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors.

Article 44 The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors. The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors.

Article 45 The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors. The company shall not provide any external guarantee for other companies or individuals without the approval of the board of directors.

Zhejiang Sanhua Intelligent Controls Co., Ltd.

2022