

ANNEXURE DATED 30 APRIL 2024

THIS ANNEXURE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Annexure is issued by Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (formerly known as Tianjin Zhong Xin Pharmaceutical Group Corporation Limited) (the “Company”). **If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

If you have sold all your shares in the capital of the Company, you should immediately hand this Annexure, the Notice of Annual General Meeting and attached Proxy Form to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Annexure.



**TIANJIN PHARMACEUTICAL DA REN TANG
GROUP CORPORATION LIMITED**

(Incorporated in the People's Republic of China)
(Company Registration No.: 91120000103100784F)

**ANNEXURE TO
THE NOTICE OF ANNUAL GENERAL MEETING**

in relation to

- (1) THE PROPOSED AMENDMENTS TO THE INDEPENDENT DIRECTORS SYSTEM (独立董事制度); AND**
- (2) THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE APPLICATION FOR CHANGES IN THE INDUSTRIAL AND COMMERCIAL REGISTRATION.**

CONTENTS

DEFINITIONS	3
1. INTRODUCTION	11
2. THE PROPOSED ID SYSTEM AMENDMENTS	12
3. THE PROPOSED AOA AMENDMENTS	13
4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	49
5. DIRECTORS' RECOMMENDATIONS	49
6. ANNUAL GENERAL MEETING	50
7. ACTION TO BE TAKEN BY S-SHARE SHAREHOLDERS	50
8. DIRECTORS' RESPONSIBILITY STATEMENT	51
9. DOCUMENTS FOR INSPECTION	51
APPENDIX A	A-1

DEFINITIONS

The following definitions apply throughout this Annexure unless the context otherwise requires:–

- “1st Proposed Repurchase”* : The proposed repurchase and cancellation of 70,000 Restricted A-Shares, as further elaborated in Section 3.1.1(c) of this Annexure
- “2nd Proposed Repurchase”* : The proposed repurchase and cancellation of 30,000 Restricted A-Shares, as further elaborated in Section 3.1.1(f) of this Annexure
- “3rd Proposed Repurchase”* : The proposed repurchase and cancellation of 200,000 Restricted A-Shares, as further elaborated in Section 3.1.1(i) of this Annexure
- “4th Proposed Repurchase”* : The proposed repurchase and cancellation of 3,193,000 Restricted A-Shares, as further elaborated in Section 3.1.1(l) of this Annexure
- “5th Proposed Repurchase”* : The proposed repurchase and cancellation of 91,800 Restricted A-Shares, as further elaborated in Section 3.1.1(o) of this Annexure
- “2024 AGM”* : The AGM of the Company to be held at the meeting room of the Company’s Modern Traditional Chinese Medicine Industrial Park located at No. 21 Tenth Avenue, Binhai New Area, Tianjin, the PRC (中国天津市滨海新区第十大街21号津药达仁堂集团现代中药产业园会议室) (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore) on Wednesday, 15 May 2024 at 1:30 p.m.
- “2020 Proposed AOA Amendments”* : The proposed amendments to Article 19 of the Articles of Association (which sets out a brief description of the changes to the registered capital of the Company over the years) and Article 22 of the Articles of Association (which sets out the registered capital of the Company) in relation to the amendment and update of the registered share capital details of the Company as a consequence of several corporate events which took place between December 2019 and August 2020 in connection with the adoption and implementation of the Scheme, as further elaborated in Sections 3.1.1(a) to 3.1.1(g) of this Annexure

DEFINITIONS

- “2021 Proposed AOA Amendments”* : The proposed amendments to Article 19 of the Articles of Association (which sets out a brief description of the changes to the registered capital of the Company over the years) and Article 22 of the Articles of Association (which sets out the registered capital of the Company) in relation to the amendment and update of the registered share capital details of the Company as a consequence of the corporate event(s) which took place between August 2020 and August 2021 in connection with the adoption and implementation of the Scheme, as further elaborated in Sections 3.1.1(i), 3.1.1(j) and 3.1.1(k) of this Annexure
- “2023 1st Proposed AOA Amendments”* : The proposed amendments to Article 19 of the Articles of Association (which sets out a brief description of the changes to the registered capital of the Company over the years) and Article 22 of the Articles of Association (which sets out the registered capital of the Company) in relation to the amendment and update of the registered share capital details of the Company as a consequence of the corporate event(s) which took place between August 2021 and January 2023 in connection with the adoption and implementation of the Scheme, as further elaborated in Sections 3.1.1(l) and 3.1.1(m) of this Annexure, as well as Chapter 11 of the Articles of Association (which includes Articles 121, 122, 123 and 124 concerning the work principles, responsibilities and rules of procedures of the Party Committee)
- “2023 2nd Proposed AOA Amendments”* : The proposed amendments to Article 19 of the Articles of Association (which sets out a brief description of the changes to the registered capital of the Company over the years) and Article 22 of the Articles of Association (which sets out the registered capital of the Company) in relation to the amendment and update of the registered share capital details of the Company as a consequence of the corporate event(s) which took place between January 2023 and December 2023 in connection with the adoption and implementation of the Scheme, as further elaborated in Sections 3.1.1(o) and 3.2 of this Annexure
- “2024 1st Proposed AOA Amendment”* : The proposed amendments to Chapter 13 (which includes Article 151 to Article 162 concerning independent directors), Chapter 17 (which includes Article 182, Article 184 and Article 185 concerning special committees of the Board) and Chapter 18 (which includes Article 188 to Article 190 concerning audit committee) of the Articles of Association in conjunction with the Proposed ID System Amendments, as further elaborated in Sections 3.1.2 and 3.2 of this Annexure

DEFINITIONS

<i>“A-Shares”</i>	:	Ordinary shares issued by the Company under the PRC Company Law, comprising shares issued to natural and legal persons in the PRC and which are denominated in RMB and listed on the SSE
<i>“A-Share Shareholders”</i>	:	Holders of A-Shares
<i>“Administrative Measures”</i>	:	The Administrative Measures for Independent Directors of Listed Companies (《上市公司独立董事管理办法》) promulgated by the CSRC, as amended, modified and/or supplemented from time to time
<i>“AGM” or “Annual General Meeting”</i>	:	An annual general meeting of the Company
<i>“Annexure”</i>	:	This annexure dated 30 April 2024 to the Notice of AGM
<i>“Articles” or “Articles of Association”</i>	:	The articles of association of the Company, as amended, modified and/or supplemented from time to time
<i>“Associated Company”</i>	:	A company in which at least twenty per cent. (20%) but not more than fifty per cent. (50%) of its shares are held by the Company or the Group
<i>“Board” or “Board of Directors”</i>	:	The board of Directors of the Company from time to time
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Company”</i>	:	Tianjin Pharmaceutical Da Ren tang Group Corporation Limited
<i>“control”</i>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
<i>“Controlling Shareholder”</i>	:	A person who: (i) holds directly or indirectly fifteen (15%) or more of the total voting rights in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (ii) in fact exercises control over the Company
<i>“CSRC”</i>	:	China Securities Regulatory Commission (中国证券监督管理委员会)

DEFINITIONS

<i>“Directors”</i>	:	The directors of the Company from time to time, and <i>“Director”</i> shall be constructed accordingly
<i>“EGM” or “Extraordinary General Meeting”</i>	:	An extraordinary general meeting of the Company
<i>“FY” or “Financial Year”</i>	:	Financial year ended or, as the case may be, ending 31 December
<i>“FY2019”</i>	:	Financial year ended 31 December 2019
<i>“FY2020”</i>	:	Financial year ended 31 December 2020
<i>“FY2021”</i>	:	Financial year ended 31 December 2021
<i>“FY2022”</i>	:	Financial year ended 31 December 2022
<i>“FY2023”</i>	:	Financial year ended 31 December 2023
<i>“Grant of Reserved Restricted A-Shares”</i>	:	The grant of a total number of 940,000 Adjusted Reserved Restricted A-Shares to 26 participants of the Scheme on 6 July 2020. Please refer to the announcements made by the Company on the SGXNET on 6 July 2020 for further details
<i>“Group”</i>	:	The Company and its Subsidiaries
<i>“Independent Directors System”</i>	:	The Independent Directors System (独立董事制度) of the Company, which was first approved and adopted at the AGM of the Company held on 15 May 2008 (as set out on pages 90 to 97 of the Company’s annual report for the financial year ended 31 December 2007), and the full text of the Independent Directors System as amended are set out in Appendix A to this Annexure
<i>“Initial Grant”</i>	:	The grant of a total number of 3,930,000 Adjusted Initial Granted Restricted A-Shares to 115 participants of the Scheme on 9 December 2019. Please refer to the announcements made by the Company on the SGXNET on 9 December 2019 for further details
<i>“Initial Granted Restricted A-Shares”</i>	:	The initial tranche of 4,010,000 Restricted A-Shares proposed and approved to be granted under the Scheme. Please refer to the Company’s circular dated 15 November 2019 for further details
<i>“Latest Practicable Date”</i>	:	17 April 2024, being the latest practicable date prior to the despatch of this Annexure

DEFINITIONS

<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST, as amended, modified and/or supplemented from time to time
<i>“Listing Rules”</i>	:	The main board rules of the SGX-ST, as amended, modified and/or supplemented from time to time
<i>“Notice of AGM”</i>	:	The notice of the 2024 AGM dated 30 April 2024
<i>“Party Committee”</i>	:	Party committee of the Company, being the Party organisation set out within the Company
<i>“PRC”</i>	:	People’s Republic of China
<i>“PRC CG Code”</i>	:	The Code of Corporate Governance of Listed Companies (2018 Revision) (《上市公司治理准则》(2018年修订)) promulgated by the CSRC, as amended, modified and/or supplemented from time to time
<i>“PRC Company Law”</i>	:	The Company Law of the PRC (2018 Revision) (《中华人民共和国公司法》(2018年修订)), as amended, modified and/or supplemented from time to time
<i>“Proposals”</i>	:	The Proposed AOA Amendments and the Proposed ID System Amendments, collectively
<i>“Proposed AOA Amendments”</i>	:	The 2023 2 nd Proposed AOA Amendments and the 2024 1 st Proposed AOA Amendments, collectively
<i>“Proposed ID System Amendments”</i>	:	The proposed amendments to the Independent Directors System, as further elaborated in Section 2 of this Annexure
<i>“Proxy Form”</i>	:	The proxy form in respect of the 2024 AGM
<i>“Register of Members”</i>	:	The register of members of the Company as maintained by the Company’s S-Shares Registrar and Singapore Shares Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd.
<i>“Reserved Restricted A-Shares”</i>	:	The Restricted A-Shares granted under the Scheme excluding the Initial Granted Restricted A-Shares
<i>“Restricted A-Shares”</i>	:	A-Shares granted under the Scheme which shall be subject to the terms and conditions of the Scheme

DEFINITIONS

<i>“S-Shares”</i>	:	Ordinary shares issued by the Company under the PRC Company Law, comprising shares issued to natural and legal persons in countries other than PRC and which are denominated in US\$ and are listed on the Official List of the SGX-ST
<i>“S-Share Shareholders”</i>	:	Holders of S-Shares
<i>“Scheme”</i>	:	The 2019 Restricted A-Share Incentive Scheme (2019年A股限制性股票计划) of the Company which was established to further improve the long-term incentive mechanism of the Company, attract and retain outstanding talents, fully motivate the key personnel of the Company, and align the interests of the Shareholders and the Company with the individual interests of the members of management team of the Company so that all parties will make joint efforts for the long-term development of the Company, and the incentive instruments to be issued under the Scheme are A-Shares only and the participants who were eligible to participate in the Scheme which include directors, members of senior management, members of the management team of the Company that the Board considers should be motivated, leading-level scientific research experts, core personnel for scientific research and technology and members of core management team of the subordinate enterprises of the Company (excluding the Company’s Associated Companies). Please refer to the Company’s circular dated 15 November 2019 for further details
<i>“Securities Accounts”</i>	:	The securities account maintained with CDP, but not including the securities accounts maintained with a Depository Agent
<i>“SFA”</i>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified and/or supplemented from time to time
<i>“SGXNET”</i>	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of information and announcements by listed companies
<i>“SGX-ST” or “Exchange”</i>	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

<i>“Shareholders”</i>	:	Registered holders of Shares (comprising A-Share Shareholders and S-Share Shareholders) except that where the registered holder is CDP, the term <i>“Shareholders”</i> in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company, comprising A-Shares and S-Shares
<i>“SSE”</i>	:	Shanghai Stock Exchange
<i>“SSE Listing Rules”</i>	:	The Listing Rules of Shanghai Stock Exchange (《上海证券交易所股票上市规则》), as amended, modified and/or supplemented from time to time
<i>“Subsidiaries”</i>	:	The subsidiaries (as determined in accordance with the laws of the PRC) of the Company, and <i>“Subsidiary”</i> shall be constructed accordingly
<i>“Substantial Shareholder”</i>	:	A person who has an interest or interests in one (1) or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, represent not less than five per cent. (5.0%) of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
<i>“Supervisory Committee”</i>	:	The supervisory committee of the Company from time to time
<i>“TPH”</i>	:	Tianjin Pharmaceutical Holdings Co., Ltd. (天津市医药集团有限公司), the Controlling Shareholder of the Company as at the Latest Practicable Date
<i>“TSRB”</i>	:	Tianjin Securities Regulatory Bureau (天津证监局), being the local Branch of the CSRC in Tianjin

Currencies, units and others

<i>“RMB”</i>	:	Renminbi, the lawful currency of the PRC
<i>“US\$”</i>	:	United States Dollars, the lawful currency of the United States of America
<i>“%” or “per cent.”</i>	:	Percentage or per centum

DEFINITIONS

The terms “**Depositor**”, “**Depository**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference in this Annexure to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Manual, the SFA or any modification thereof and not otherwise defined in this Annexure shall have the same meaning assigned to it under the Listing Manual, the SFA or any statutory modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of a day in this Annexure is a reference to Singapore time.

Any discrepancies in this Annexure between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Annexure may not be an arithmetic aggregation of the figures which precede them.

LETTER TO SHAREHOLDERS

TIANJIN PHARMACEUTICAL DA REN TANG GROUP CORPORATION LIMITED

(Incorporated in the People's Republic of China)
(Company Registration No.: 91120000103100784F)

Board of Directors

Ms. Zhang Mingrui

(Chairman and Non-Executive and Non-Independent Director)

Mr. Guo Min

(Executive Director)

Ms. Wang Lei

(Executive Director)

Mr. Zhou Hong

(Executive Director)

Mr. Shang Mingjie

(Executive Director)

Ms. Mao Weiwen

(Non-Executive and Non-Independent Director)

Mr. Yeo Guat Kwang

(Lead Independent and Non-Executive Director)

Mr. Liew Yoke Pheng Joseph

(Independent and Non-Executive Director)

Ms. Li Qing

(Independent and Non-Executive Director)

Registered Office

17 Baidi Road,
Nankai District,
Tianjin, the PRC

30 April 2024

To: The Shareholders of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited

Dear Sir/Madam

- (1) **THE PROPOSED AMENDMENTS TO THE INDEPENDENT DIRECTORS SYSTEM (独立董事制度); AND**
- (2) **THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND THE APPLICATION FOR CHANGES IN THE INDUSTRIAL AND COMMERCIAL REGISTRATION.**

1. INTRODUCTION

1.1 2024 AGM

We refer to the Notice of AGM of the Company dated 30 April 2024 convening the 2024 AGM, and in particular:

- (a) Resolution 13 relating to the proposed amendments to the Independent Directors System (the “**Proposed ID System Amendments**”); and
- (b) Resolution 12 relating to the proposed amendments to the Articles of Association (the “**Proposed AOA Amendments**”) and the application for changes in the industrial and commercial registration,

(collectively, the “**Proposals**”), as further elaborated in Sections 2 and 3 respectively below.

LETTER TO SHAREHOLDERS

1.2 Annexure

The purpose of this Annexure is to provide Shareholders with information pertaining to, and to seek Shareholders' approval for, the Proposals, at the forthcoming 2024 AGM to be held at the meeting room of the Company's Modern Traditional Chinese Medicine Industrial Park located at No. 21 Tenth Avenue, Binhai New Area, Tianjin, the PRC (中国天津市滨海新区第十大街21号津药达仁堂集团现代中药产业园会议室) (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore) on Wednesday, 15 May 2025 at 1:30 p.m..

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Annexure.

Shook Lin & Bok LLP is the legal adviser to the Company as to Singapore law in relation to the Proposals.

1.3 Inter-conditionality

For the avoidance of doubt, Shareholders should note that the passing of Resolution 13 relating to the Proposed ID System Amendments is not inter-conditional on the passing of Resolution 12 relating to the Proposed AOA Amendments.

2. THE PROPOSED ID SYSTEM AMENDMENTS

The Company has in place an Independent Directors System (独立董事制度) (the “**Existing ID System**”), which was approved and adopted at the AGM of the Company held on 15 May 2008. The Existing ID System had been formulated pursuant to applicable laws, regulations and regulatory documents including the PRC Company Law, the PRC CG Code, the *Guiding Opinions on Establishing Independent Directors System in Listed Companies* (《关于在上市公司建立独立董事制度的指导意见》) and the SSE Listing Rules in force then, as well as the Articles of Association, with a view to further improving the governance structure of the Company and better ensuring the interests of its Shareholders.

On 28 July 2023, the CSRC promulgated the *Administrative Measures for Independent Directors of Listed Companies* (《上市公司独立董事管理办法》) (the “**Administrative Measures**”) which came into force on and from 4 September 2023. Pursuant to Article 48 of the Administrative Measures, there will be a one-year transition period from the date on which the Administrative Measures takes effect, and if the setup of the board of directors and special committees of listed companies, the mechanism for independent directors' special meetings, the independence, appointment criteria, tenure and the number of concurrent positions of independent directors do not comply with the Administrative Measures, such listed companies shall progressively make adjustments during the said transition period so as to comply with the provisions of the Administrative Measures.

Further, as required by the Tianjin Securities Regulatory Bureau (天津证监局) (i.e., TSRB) (being the local branch of the CSRC in Tianjin), the Company must amend its Existing ID System in accordance with the Administrative Measures and submit the matter for Shareholders' consideration and approval at its latest general meeting (i.e., the forthcoming 2024 AGM).

LETTER TO SHAREHOLDERS

Accordingly, to comply with the requirements of the Administrative Measures and the TSRB, and pursuant to the Independent Directors System, the Company proposes to amend the Existing ID System in relation to, amongst others, specifying (i) the qualifications and independence requirements of independent directors, as well as the procedures for nomination, election and replacement of independent directors, (ii) the roles of independent directors and ways of performance of duties, and (iii) the safeguard of the performance of duties by independent directors, and submit the resolution in relation to the Proposed ID System Amendments for Shareholders' consideration and approval at the 2024 AGM. This is aimed at regulating the acts of independent directors, fully leveraging their roles in the governance of the Company, thereby further improving the corporate governance structure of the Company and safeguarding the rights and interests of the Shareholders.

The full text of the Independent Directors System as amended is set out in **Appendix A** to this Annexure. For the avoidance of doubt, given that the Existing ID System was adopted in 2008 and has since been significantly amended in accordance with the Administrative Measures, the Company believes that it is not meaningful for illustrating these amendments with blacklines.

3. THE PROPOSED AOA AMENDMENTS

3.1 Background and rationale

3.1.1 Proposed amendments to Articles 19 and 22 of the Articles of Association

Prior to the EGM of the Company held on 2 December 2019, the Company's registered capital was RMB768,873,076. As a consequence of the following corporate events which took place between December 2019 and December 2023, the Company's registered capital has changed to RMB770,158,276:

- (a) On 2 December 2019, the Company duly convened its 2nd EGM in 2019 (the "**2019 2nd EGM**"), and the Shareholders at the 2019 2nd EGM considered and approved the proposed adoption of the Scheme. The Scheme involves the issuance of Restricted A-Shares to eligible participants¹, and purports to further establish and improve the long-term incentive mechanism of the Company, attract and retain outstanding talents, fully motivate the key personnel of the Company, and align the interests of the Shareholders and the Company with the individual interests of the members of management team of the Company so that all parties will make joint efforts for the long-term development of the Company. The incentive instruments issued under the Scheme were Restricted A-Shares only, and no S-Shares were issued or will be issued under the Scheme. Please refer to the Company's circular dated 15 November 2019 for further details of the Scheme, and the announcement dated 2 December 2019 made by the Company in relation to the poll results of the 2019 2nd EGM.

1 "eligible participants" refers to the participants who were eligible to participate in the Scheme which include directors, members of senior management, members of the management team of the Company that the Board considers should be motivated, leading-level scientific research experts, core personnel for scientific research and technology and members of core management team of the subordinate enterprises of the Company (excluding the Company's Associated Companies).

LETTER TO SHAREHOLDERS

- (b) On 9 December 2019:
- (i) the Company duly convened its 10th Board meeting for FY2019, and the Board considered and approved the proposed adjustments to the list of participants proposed to participate in the initial grant of the Initial Granted Restricted A-Shares and the number of Initial Granted Restricted A-Shares to be granted to them under the Scheme; and
 - (ii) a total of 3,930,000 Restricted A-Shares were granted to the participants of the Scheme. Accordingly, the total number of shares in the capital of the Company increased from 768,873,076 shares to 772,803,076 shares, and the registered capital of the Company increased from RMB768,873,076 to RMB772,803,076.

Please refer to the announcements made by the Company on 9 December 2019 for further details on the foregoing.

- (c) On 17 February 2020, the Company duly convened its 2nd Board meeting and 1st Supervisory Committee meeting for FY2020, and the Board and the Supervisory Committee considered and approved the proposed repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme. As stated in the announcement made by the Company on 17 February 2020 in relation to repurchase and cancellation of some of the Restricted A-Shares granted under the Scheme (the “**1st Proposed Repurchase Announcement**”), “*According to the provisions in (B) (Changes in Personal Situation of the Participants) under Chapter 13 (Unusual Changes to the Company and the Participants) in the “2019 Restricted A-Share Incentive Scheme” (2019年A股限制性股票计划), ‘upon the employment relationship is discharged or terminated due to objective reasons including job transfer, removal from office, retirement, death or loss of civil capacity, the Restricted A-Shares granted to such Participant which have yet been released from the lock-up requirements shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate for deposits of the same period when repurchasing.’*” As one (1) of the participants of the Scheme was no longer eligible to participate in the Scheme due to her resignation from the Company, the Company had proposed to repurchase and cancel all of the 70,000 Restricted A-Shares granted to her but not yet released from the lock-up requirements under the Scheme (the “**1st Proposed Repurchase**”). As further stated in the 1st Proposed Repurchase Announcement, the repurchase price of the 1st Proposed Repurchase shall be RMB7.20 per Restricted A-Share plus the applicable interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing, and the total amount to be paid by the Company for the 1st Proposed Repurchase will be RMB504,000, plus the corresponding interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing. The said amount was paid by the Company with its own funds to such participant from whom the Restricted A-Shares were repurchased. Please refer to the announcements (including the 1st Proposed Repurchase Announcement) made by the Company on 17 February 2020 for further details on the foregoing.
- (d) On 6 July 2020, the Company duly convened its 5th Board meeting for FY2020, and the Board considered and approved the proposed grant of a total number of 940,000 Reserved Restricted A-Shares to the participants under the Scheme. Please refer to the announcements made by the Company on 6 July 2020 for further details on the foregoing.

LETTER TO SHAREHOLDERS

- (e) On 27 July 2020, the Company completed the procedures for the registration of a total number of 940,000 Reserved Restricted A-Shares granted under the Grant of Reserved Restricted A-Shares. As the Company had not completed the 1st Proposed Repurchase then, the total number of shares in the capital of the Company increased from 772,803,076 shares to 773,743,076 shares, and the registered capital of the Company increased from RMB772,803,076 to RMB773,743,076.
- (f) On 13 August 2020, the Company duly convened its 6th Board meeting and 5th Supervisory Committee meeting for FY2020, and the Board and the Supervisory Committee considered and approved the proposed adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 2nd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme, as well as the proposed amendments to the Articles of Association (i.e., the 2020 Proposed AOA Amendments) and application for changes in the industrial and commercial registration. As stated in the announcement made by the Company on 14 August 2020 in relation to adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 2nd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**2nd Proposed Repurchase Announcement**”), *“According to the provisions in (B) (Changes in Personal Situation of the Participants) under Chapter 13 (Unusual Changes to the Company and the Participants) in the “2019 Restricted A-Share Incentive Scheme” (2019年A股限制性股票计划), ‘upon the employment relationship is discharged or terminated due to objective reasons including job transfer, removal from office, retirement, death or loss of civil capacity, the Restricted A-Shares granted to such Participant which have yet been released from the lock-up requirements shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate for deposits of the same period when repurchasing.”* As one (1) of the participants of the Scheme was no longer eligible to participate in the Scheme due to such participant’s resignation from the Company, the Company had proposed to repurchase and cancel all of the 30,000 Restricted A-Shares granted to such participant but not yet released from the lock-up requirements under the Scheme (the “**2nd Proposed Repurchase**”). As further announced in the 2nd Proposed Repurchase Announcement, as the Company has completed the dividend distribution for FY2019, the repurchase price of the 2nd Proposed Repurchase shall be adjusted to RMB6.90 per Restricted A-Share plus the applicable interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing, and the total amount to be paid by the Company for the 2nd Proposed Repurchase will be RMB207,000, plus the corresponding interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing. The said amount was paid by the Company with its own funds to such participant from whom the Restricted A-Shares were repurchased. Please refer to the announcements (including the 2nd Proposed Repurchase Announcement) made by the Company on 14 August 2020 for further details on the foregoing.
- (g) On 30 September 2020, the Company duly convened its 1st EGM in 2020 (the “**2020 1st EGM**”), and the Shareholders at the 2020 1st EGM considered and approved the 2020 Proposed AOA Amendments in relation to the amendments to Articles 19 and 22 of the Articles of Association to amend and update the registered share capital details of the Company as a consequence of several corporate event(s) which took place between December 2019 and August 2020 in connection with the adoption and implementation of the Scheme. Please refer to the Company’s circular

LETTER TO SHAREHOLDERS

dated 15 September 2020 for further details of the 2020 Proposed AOA Amendments, and the announcement dated 30 September 2020 made by the Company in relation to the poll results of the 2020 1st EGM.

- (h) On or around 30 October 2020, the Company completed the 1st Proposed Repurchase and the 2nd Proposed Repurchase. Upon completion of the 1st Proposed Repurchase and the 2nd Proposed Repurchase, the total number of shares in the capital of the Company was reduced from 773,743,076 shares to 773,643,076 shares, and the registered capital of the Company was also reduced from RMB773,743,076 to RMB773,643,076. Please refer to the announcement dated 27 October 2020 made by the Company for further details on the foregoing.
- (i) On 12 August 2021, the Company duly convened its 6th Board meeting and 3rd Supervisory Committee meeting for FY2021, and the Board and the Supervisory Committee considered and approved the proposed 2nd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 3rd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements, as well as the proposed amendments to the Articles of Association (i.e., the 2021 Proposed AOA Amendments) and application for changes in the industrial and commercial registration. As stated in the announcement made by the Company on 13 August 2021 in relation to 2nd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 3rd repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**3rd Proposed Repurchase Announcement**”), “*According to the provisions in (B) (Changes in Personal Situation of the Participants) under Chapter 13 (Unusual Changes to the Company and the Participants) in the “2019 Restricted A-Share Incentive Scheme” (2019年A股限制性股票计划), ‘upon the employment relationship is discharged or terminated due to objective reasons including job transfer, removal from office, retirement, death or loss of civil capacity, the Restricted A-Shares granted to such Participant which have yet been released from the lock-up requirements shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate for deposits of the same period when repurchasing.’*” Given that five (5) of the participants of the Scheme who have been granted the Restricted A-Shares under the Initial Grant were no longer eligible to participate in the Scheme (the “**Five Participants**”), of which, three (3) were due to their retirement and two (2) (including the former Deputy General Manager, Mr. Ni Zhenguo) were due to their resignation from the Company because of job changes, the Company had proposed to repurchase and cancel all of the 200,000 Restricted A-Shares granted to the Five Participants but not yet released from the lock-up requirements under the Scheme (the “**3rd Proposed Repurchase**”). As further stated in the 3rd Proposed Repurchase Announcement, as the Company has completed the dividend distribution for FY2020, the repurchase price of the 3rd Proposed Repurchase shall be adjusted to RMB6.60 per Restricted A-Share plus the applicable interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing, and the total amount to be paid by the Company for the 3rd Proposed Repurchase will be RMB1,320,000 plus the corresponding interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing. The said amount was paid by the Company with its own funds to such participants from whom the Restricted A-Shares were repurchased. Please refer to the announcements (including the 3rd Proposed Repurchase Announcement) made by the Company on 13 August 2021 for further details on the foregoing.

LETTER TO SHAREHOLDERS

- (j) On or around 18 November 2021, the Company completed the 3rd Proposed Repurchase. Upon completion of the 3rd Proposed Repurchase, the total number of shares in the capital of the Company was reduced from 773,643,076 shares to 773,443,076 shares, and the registered capital of the Company was also reduced from RMB773,643,076 to RMB773,443,076. Please refer to the announcement dated 15 November 2021 made by the Company for further details on the foregoing.
- (k) On 10 December 2021, the Company duly convened its 2nd EGM in 2021 (the “**2021 2nd EGM**”), and the Shareholders at the 2021 2nd EGM considered and approved the 2021 Proposed AOA Amendments in relation to the amendments to Articles 19 and 22 of the Articles of Association to amend and update the registered share capital details of the Company as a consequence of the corporate event(s) which took place between August 2020 and August 2021 in connection with the adoption and implementation of the Scheme. Please refer to the Company’s circular dated 25 November 2021 for further details of the 2021 Proposed AOA Amendments, and the announcement dated 10 December 2021 made by the Company in relation to the poll results of the 2021 2nd EGM.
- (l) On 9 January 2023, the Company duly convened its 1st Board meeting and 1st Supervisory Committee meeting for FY2023, and the Board and the Supervisory Committee considered and approved the proposed 3rd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 4th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements, as well as the proposed amendments to the Articles of Association (i.e., the 2023 1st Proposed AOA Amendments) and application for changes in the industrial and commercial registration. As stated in the announcement made by the Company on 10 January 2023 in relation to 3rd adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 4th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**4th Proposed Repurchase Announcement**”), “According to the provisions in (B) (Changes in Personal Situation of the Participants) under Chapter 13 (Unusual Changes to the Company and the Participants) in the “2019 Restricted A-Share Incentive Scheme” (2019年A股限制性股票计划), ‘upon the employment relationship is discharged or terminated due to objective reasons including job transfer, removal from office, retirement, death or loss of civil capacity, the Restricted A-Shares granted to such Participant which have yet been released from the lock-up requirements shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate for deposits of the same period when repurchasing.’” (i) Given that the Company has failed to meet the performance targets for releasing the Restricted A-Shares granted under the Scheme from the lock-up requirements for the first and second Release Periods², the Company had proposed to repurchase and cancel an aggregate of 2,673,000 Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme due to the said reason, and (ii) given that fourteen (14) of the participants of the Scheme who have been granted the Restricted A-Shares were no longer eligible to participate in the Scheme (the “**Fourteen Participants**”), of which ten (10) were due to retirement and four (4) were due to their resignation from the Company because of job changes, the Company had proposed to repurchase and cancel all of the 520,000 Restricted A-Shares granted to the Fourteen Participants but

² “**Release Period**” means the period during which the lock-up of the Restricted A-Shares held by the participants of the Scheme can be released and such Restricted A-Shares can be transferred after all the release conditions prescribed under the Scheme are satisfied.

LETTER TO SHAREHOLDERS

not yet released from the lock-up requirements under the Scheme (collectively, the “**4th Proposed Repurchase**”). As further announced in the 4th Proposed Repurchase Announcement, as the Company has completed the dividend distribution for FY2021, under the 4th Proposed Repurchase, the repurchase price of the Restricted A-Shares granted under the Initial Grant and the Grant of Reserved Restricted A-Shares shall be adjusted to RMB6.10 per Restricted A-Share and RMB8.09 per Restricted A-Share respectively, plus the applicable interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing, and the total amount to be paid by the Company for the 4th Proposed Repurchase will be RMB20,711,896 plus the corresponding interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing. The said amount was paid by the Company with its own funds to such participants from whom the Restricted A-Shares were repurchased. Please refer to the announcements (including the 4th Proposed Repurchase Announcement) made by the Company on 10 January 2023 for further details on the foregoing.

- (m) On 15 May 2023, the Company duly convened its AGM for FY2022 (the “**2023 AGM**”), and the Shareholders at the 2023 AGM considered and approved, amongst others, the 2023 1st Proposed AOA Amendments in relation to the amendments to Articles 19 and 22 to amend and update the registered share capital details of the Company as a consequence of the corporate event(s) which took place between August 2021 and January 2023 in connection with the adoption and implementation of the Scheme, as well as Chapter 11 of the Articles of Association with respect to the corresponding amendments to the duty scope of the Party organisation set out within the Company following the amendments to the provisions in TPH’s articles of association relating to the duty scope of the Party organisation set out within TPH (being the next higher Party organisation). Please refer to the annexure dated 28 April 2023 to the notice of 2023 AGM (as set out on pages 190 to 213 of the Company’s annual report for FY2022), and the announcement dated 15 May 2023 made by the Company in relation to the poll results of the 2023 AGM for further details on the 2023 1st Proposed AOA Amendments.
- (n) On or around 22 May 2023, the Company completed the 4th Proposed Repurchase. Upon completion of the 4th Proposed Repurchase, the total number of shares in the capital of the Company was reduced from 773,443,076 shares to 770,250,076 shares, and the registered capital of the Company was also reduced from RMB773,443,076 to RMB770,250,076. Please refer to the announcement dated 17 May 2023 made by the Company for further details on the foregoing.
- (o) On 30 October 2023, the Company duly convened its 8th Board meeting and 5th Supervisory Committee meeting for FY2023, and the Board and the Supervisory Committee considered and approved the proposed 4th adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 5th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements, as well as the proposed amendments to the Articles of Association (i.e., the 2023 2nd Proposed AOA Amendments) and application for changes in the industrial and commercial registration. As stated in the announcement made by the Company on 30 October 2023 in relation to 4th adjustment to the repurchase price of the Restricted A-Shares granted under the Scheme and the 5th repurchase and cancellation of some of the Restricted A-Shares granted but not yet released from the lock-up requirements (the “**5th Proposed Repurchase Announcement**”), “*According to the provisions in (B) (Changes in Personal Situation*

LETTER TO SHAREHOLDERS

of the Participants) under Chapter 13 (Unusual Changes to the Company and the Participants) in the “2019 Restricted A-Share Incentive Scheme” (2019年A股限制性股票计划), ‘upon the employment relationship is discharged or terminated due to objective reasons including job transfer, removal from office, retirement, death or loss of civil capacity, the Restricted A-Shares granted to such Participant which have yet been released from the lock-up requirements shall be repurchased by the Company at the Grant Price plus the interests as calculated at the benchmark interest rate for deposits of the same period when repurchasing.’ Given that six (6) of the participants of the Scheme who have been granted the Restricted A-Shares under the Initial Grant were no longer eligible to participate in the Scheme (the “**Six Participants**”), of which, five (5) (including the former Deputy General Manager, Mr. Zhang Jian) were due to retirement and one (1) (namely, a former director of the Company, Mr. Wang Mai) was due to his resignation from the Company because of job changes, the Company had proposed to repurchase and cancel all of the 91,800 Restricted A-Shares granted to the Six Participants but not yet released from the lock-up requirements under the Scheme (the “**5th Proposed Repurchase**”). As further announced in the 5th Proposed Repurchase Announcement, as the Company has completed the dividend distribution for FY2022, under the 5th Proposed Repurchase, the repurchase price of the Restricted A-Shares granted under the Initial Grant and the Grant of Reserved Restricted A-Shares shall be adjusted to RMB4.98 per Restricted A-Share and RMB6.97 per Restricted A-Share respectively, plus the applicable interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing, and the total amount to be paid by the Company for the 5th Proposed Repurchase will be RMB457,164 plus the corresponding interests as calculated at the benchmark interest rate for deposits during the same period when repurchasing. The said amount was paid by the Company with its own funds to such participants from whom the Restricted A-Shares were repurchased. Please refer to the announcements (including the 5th Proposed Repurchase Announcement) made by the Company on 30 October 2023 for further details on the foregoing.

- (p) On or around 29 December 2023, the Company completed the 5th Proposed Repurchase. Upon completion of the 5th Proposed Repurchase, the total number of shares in the capital of the Company was reduced from 770,250,076 shares to 770,158,276 shares, and the registered capital of the Company was also reduced from RMB770,250,076 to RMB770,158,276. Please refer to the announcement dated 26 December 2023 made by the Company for further details on the foregoing.

Following the various corporate events in connection with the Scheme as described above, the registered capital of the Company has changed. Accordingly, the Company is required in accordance with the requirements of PRC law to amend and update the registered share capital numbers in its Articles of Association as a result of such events. The Company will be updating Article 19 of the Articles of Association, which sets out a brief description of the changes to the registered capital of the Company over the years, as well as Article 22 of the Articles of Association, which sets out the registered capital of the Company, to reflect the foregoing. Details of the proposed amendments to Articles 19 and 22 of the existing Articles of Association are set out in Section 3.2 of this Annexure.

LETTER TO SHAREHOLDERS

3.1.2 Proposed amendments to Chapters 13, 17 and 18 of the Articles of Association

As mentioned in Section 2 of this Annexure, Article 48 of the Administrative Measures provides that if the setup of the board of directors and special committees of listed companies, the mechanism for independent directors' special meetings, the independence, appointment criteria, tenure and the number of concurrent positions of independent directors do not comply with the Administrative Measures, such listed companies shall progressively make adjustments during a one-year transition period from the date on which the Administrative Measures takes effect so as to comply with the provisions of the Administrative Measures.

In addition to the requirement to amend the Company's Existing ID System, the Tianjin Securities Regulatory Bureau (天津证监局) (i.e., TSRB) (being the local branch of the CSRC in Tianjin) also required the Company to amend its Articles of Association in accordance with the Administrative Measures and submit the matter for Shareholders' consideration and approval at its latest general meeting (i.e., the forthcoming 2024 AGM).

Accordingly, to comply with the requirements of the Administrative Measures and the TSRB, for the purposes of promoting the standardised operation of the Company, further improving the corporate governance structure of the Company, optimising the role of independent directors in the governance of the Company, as well as taking into account the actual business conditions of the Company, the Company also proposes to amend Chapter 13 (which includes Article 151 to Article 162 concerning independent directors) of the Articles of Association to refine the criteria for assessing the independence of independent directors in terms of employment, shareholding and significant business dealings, and to specify the qualifications and independence requirements of independent directors, as well as the procedures for nomination, election and replacement of independent directors, specify the roles of independent directors and ways of performance of duties, and specify the safeguard of the performance of duties by independent directors, Chapter 17 (which includes Article 182, Article 184 and Article 185 concerning special committees of the Board) and Chapter 18 (which includes Article 188 to Article 190 concerning audit committee) of the Articles of Association to align with the requirements with regards to special committees of the Board as set out under the Administrative Measures in conjunction with the Proposed ID System Amendments. Details of the proposed amendments to Chapters 13, 17 and 18 of the existing Articles of Association are set out in Section 3.2 of this Annexure.

LETTER TO SHAREHOLDERS

3.2 Amendments to the Articles of Association

The amendments proposed to be made to Article 19 and Article 22, as well as Chapter 13, Chapter 17 and Chapter 18 of the existing Articles of Association are set out below (with amendments in **bold, underline and deletions in strikethrough**).

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 19 Shareholders of the Company approved a proposed bonus issue (the "Bonus Issue") of an aggregate 369,654,360 new ordinary shares in the capital of the Company by way of capitalisation of the Company's share premium, on 14 May 2010. Details of the Bonus Issue are as follows: 'Based on the audited financial report of the company for the financial year ended 31 December 2009 (prepared in accordance with the PRC accounting standards) audited by RSM China Certified Public Accountants, the Company's share premium is RMB783,780,650. On the basis of an aggregate 369,654,360 shares in the capital of the Company as at 20 April 2010, the Company decides to offer 10-for-10 Bonus Issue, through which RMB369,654,360 of the Company's share premium will be capitalised into the Company's registered capital, and RMB576,081,016 will be remained in the share premium account of the Company'. Upon completion of the Bonus Issue, the Company has an issued share capital in aggregate of 739,308,720 shares, comprising 539,308,720 ordinary shares issued by the Company under the companies law promulgated by the PRC to natural and legal persons in the PRC, and which are denominated in renminbi, which represent 72.95% of the total registered and paid-up capital of the Company, and 200,000,000 ordinary shares issued by the Company to natural and legal persons in countries other than PRC, which represents 27.05% of the total registered and paid-up capital of the Company.</p>	<p>Article 19 Shareholders of the Company approved a proposed bonus issue (the "Bonus Issue") of an aggregate 369,654,360 new ordinary shares in the capital of the Company by way of capitalisation of the Company's share premium, on 14 May 2010. Details of the Bonus Issue are as follows: 'Based on the audited financial report of the company for the financial year ended 31 December 2009 (prepared in accordance with the PRC accounting standards) audited by RSM China Certified Public Accountants, the Company's share premium is RMB783,780,650. On the basis of an aggregate 369,654,360 shares in the capital of the Company as at 20 April 2010, the Company decides to offer 10-for-10 Bonus Issue, through which RMB369,654,360 of the Company's share premium will be capitalised into the Company's registered capital, and RMB576,081,016 will be remained in the share premium account of the Company'. Upon completion of the Bonus Issue, the Company has an issued share capital in aggregate of 739,308,720 shares, comprising 539,308,720 ordinary shares issued by the Company under the companies law promulgated by the PRC to natural and legal persons in the PRC, and which are denominated in renminbi, which represent 72.95% of the total registered and paid-up capital of the Company, and 200,000,000 ordinary shares issued by the Company to natural and legal persons in countries other than PRC, which represents 27.05% of the total registered and paid-up capital of the Company.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>The proposed placement of A-Shares was approved in the Extraordinary General Meeting of the Company on 18 August 2014. The placement of 29,564,356 A-shares has been registered with China Securities Depository and Clearing (Shanghai) Corporation Limited on 10 July 2015. After the completion of the placement as mentioned above, the temporary capital structure of the Company is that there are 768,873,076 ordinary shares, 568,873,076 ordinary shares of which are held by the A-shares holders, accounting for 73.99% of the total number of ordinary shares issued by the Company, and there are 200,000,000 ordinary shares which are held by S-shares holders, accounting for 26.01% of the total number of ordinary shares issued by the Company.</p> <p>The 2nd extraordinary general meeting of the Company held on 2 December 2019 and the 10th Board meeting held on 9 December 2019 for the financial year ended 31 December 2019 considered and approved relevant proposals relating to the 2019 Restricted A-Share Incentive Scheme (the “Scheme”) respectively. The procedures for the registration of Restricted A-Shares under the Initial Grant were completed on 7 January 2020, and the total number of shares in the capital of the Company increased to 772,803,076 shares accordingly. The 5th Board meeting held on 6 July 2020 for the financial year ended 31 December 2020 considered and approved the proposed grant of the Reserved Restricted A-Shares to the participants under the Scheme. The procedures for the registration of Restricted A-Shares under the Grant of Reserved Restricted A-Shares were completed on 27 July 2020, and the total number of shares in the capital of the Company increased to 773,743,076 shares accordingly.</p>	<p>The proposed placement of A-Shares was approved in the Extraordinary General Meeting of the Company on 18 August 2014. The placement of 29,564,356 A-shares has been registered with China Securities Depository and Clearing (Shanghai) Corporation Limited on 10 July 2015. After the completion of the placement as mentioned above, the temporary capital structure of the Company is that there are 768,873,076 ordinary shares, 568,873,076 ordinary shares of which are held by the A-shares holders, accounting for 73.99% of the total number of ordinary shares issued by the Company, and there are 200,000,000 ordinary shares which are held by S-shares holders, accounting for 26.01% of the total number of ordinary shares issued by the Company.</p> <p>The 2nd extraordinary general meeting of the Company held on 2 December 2019 and the 10th Board meeting held on 9 December 2019 for the financial year ended 31 December 2019 considered and approved relevant proposals relating to the 2019 Restricted A-Share Incentive Scheme (the “Scheme”) respectively. The procedures for the registration of Restricted A-Shares under the Initial Grant were completed on 7 January 2020, and the total number of shares in the capital of the Company increased to 772,803,076 shares accordingly. The 5th Board meeting held on 6 July 2020 for the financial year ended 31 December 2020 considered and approved the proposed grant of the Reserved Restricted A-Shares to the participants under the Scheme. The procedures for the registration of Restricted A-Shares under the Grant of Reserved Restricted A-Shares were completed on 27 July 2020, and the total number of shares in the capital of the Company increased to 773,743,076 shares accordingly.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>The 2nd Board meeting held on 17 February 2020 and the 6th Board meeting held on 13 August 2020 for the financial year ended 31 December 2020, the 6th Board meeting held on 12 August 2021 for the financial year ended 31 December 2021 and the 1st Board meeting held on 9 January 2023 for the financial year ending 31 December 2023 considered and approved the 1st proposed repurchase and cancellation, the 2nd proposed repurchase and cancellation, the 3rd proposed repurchase and cancellation and the 4th proposed repurchase and cancellation of Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme respectively (the “Repurchase”). Upon completion of the Repurchase, the capital structure of the Company is as follows: there are 770,250,076 ordinary shares, of which, 570,250,076 ordinary shares are held by the A-shares holders, accounting for 74.03% of the total number of ordinary shares issued by the Company, and 200,000,000 ordinary shares are held by S-shares holders, accounting for 25.97% of the total number of ordinary shares issued by the Company.</p>	<p>The 2nd Board meeting held on 17 February 2020 and the 6th Board meeting held on 13 August 2020 for the financial year ended 31 December 2020, the 6th Board meeting held on 12 August 2021 for the financial year ended 31 December 2021, <u>as well as and</u> the 1st Board meeting held on 9 January 2023 <u>and the 8th Board meeting held on 30 October 2023</u> for the financial year <u>ended ending</u> 31 December 2023 considered and approved the 1st proposed repurchase and cancellation, the 2nd proposed repurchase and cancellation, the 3rd proposed repurchase and cancellation, and the 4th proposed repurchase and cancellation <u>and the 5th proposed repurchase and cancellation</u> of Restricted A-Shares granted but not yet released from the lock-up requirements under the Scheme respectively (<u>collectively,</u> the “Repurchase”). Upon completion of the Repurchase, the capital structure of the Company is as follows: there are <u>770,158,276770,250,076</u> ordinary shares, of which, <u>570,158,276570,250,076</u> ordinary shares are held by the A-shares holders, accounting for 74.03% of the total number of ordinary shares issued by the Company, and 200,000,000 ordinary shares are held by S-shares holders, accounting for 25.97% of the total number of ordinary shares issued by the Company.</p>
<p>Article 22 The registered capital of the Company is RMB770,250,076.</p>	<p>Article 22 The registered capital of the Company is <u>RMB770,158,276 RMB770,250,076</u>.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
CHAPTER 13 INDEPENDENT DIRECTORS	
<p>Article 151 An Independent Director shall mean a director who does not hold any other office in the Company other than as director of the Company, and has no relation with the Company or its substantial shareholder that may hinder his exercise of independent and objective judgment.</p>	<p>Article 151 An Independent Director shall mean a director who does not hold any other office in the Company other than as director of the Company, and has no <u>direct or indirect</u> relation with the Company, or its substantial shareholders <u>or actual controllers, or any other relationship</u> that may affect<u>hinder</u> his/<u>her</u> exercise of independent and objective judgment.</p> <p><u>Independent directors shall perform their duties independently, and be free from the influence of any entity or individual including the Company, its substantial shareholders or actual controllers.</u></p>
<p>Article 152 The Company shall engage Independent Directors. At least one third of the members of the Board of Directors shall be made up of Independent Directors. If any Director does not fulfil the requirements for independence or is unsuitable to fulfil duties, and the number of Independent Directors falls short of that required by these Articles, the Company shall supplement the numbers of the Independent Directors accordingly.</p>	<p>Article 152 The Company shall engage Independent Directors. At least one third of the members of the Board of Directors shall be made up of Independent Directors, <u>and at least one (1) of the Independent Directors shall be an accounting professional.</u> If any Director does not fulfil the requirements for independence or is unsuitable to fulfil duties, and the number of Independent Directors falls short of that required by these Articles, the Company shall supplement the numbers of the Independent Directors accordingly.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 153 An Independent Director shall be independent and shall possess the qualifications for the position.</p> <p>The Company shall appoint Independent Directors from persons who have at least five years of working experience, who are engaged in the accounting, law, economic and management fields and are familiar with the basic operations of listed companies and have relevant knowledge in law, administrative rules, regulations and articles. The following persons shall not assume the offices of Independent Directors: (i) any employees of a listed company or its subsidiary enterprises and the immediate relatives of such employee (defined as the spouse, parents and children, etc.) and other relatives of such employee (defined as the sisters and brothers, parents-in-law, daughters-in-law and sons-in-law, spouses of sisters and brothers, sisters and brothers of spouse); (ii) an individual shareholder (being a natural person) who directly or indirectly holds more than 1% of the shares issued by the listed company, or an individual shareholder among the top ten shareholders of the Company and such shareholders' immediate relatives; (iii) any stockholding corporate body holding, directly or indirectly, more than 5% of the shares issued by the listed company or the employees and immediate relatives of the top five shareholders of the company who are stockholding corporate bodies; (iv) any person who falls into the three categories listed above within the latest year; (v) any person who provides services such as financial, legal or consulting services for the Company or its subsidiary enterprises; (vi) any other person as stated by these Articles; and (vii) any other person determined by China Securities Regulatory Commission.</p>	<p>Article 153 Qualification Requirements of Independent Directors An Independent Director shall be independent and shall possess the qualifications for the position.</p> <p>The Company shall appoint Independent Directors from persons who have at least five years of working experience, who are engaged in the accounting, law, economic and management fields and are familiar with the basic operations of listed companies and have relevant knowledge in law, administrative rules, regulations and articles. <u>To be eligible as an Independent Director of the Company, a person shall:</u></p> <ol style="list-style-type: none"> <u>(1) possess the qualifications for serving as a director of a listed company as stipulated by applicable laws, regulations, and other relevant provisions;</u> <u>(2) meet the independence requirements as stipulated in applicable laws, regulations and rules, including Article 6 of the Administrative Measures for Independent Directors of Listed Companies (《上市公司独立董事管理办法》) promulgated by the CSRC;</u> <u>(3) possess basic knowledge of the operations of listed companies and be familiar with relevant laws, regulations, and rules;</u> <u>(4) have more than five (5) years of work experience in fields such as law, accounting or economics required for performing the duties of an independent director;</u>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p>(5) <u>have good personal integrity, with no record of major dishonesty or other adverse records; and</u></p> <p>(6) <u>meet other conditions as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed, and these Articles.</u></p> <p><u>Independent Directors must maintain their independence.</u> The following persons shall not assume the offices of Independent Directors:</p> <p>(i) any employees of <u>the Company</u> listed company or its affiliated subsidiary enterprises and <u>such employees' spouses, parents, children, and main social relations</u> the immediate relatives of such employee (defined as the spouse, parents and children, etc.) and other relatives of such employee (defined as the sisters and brothers, parents-in-law, daughters-in-law and sons-in-law, spouses of sisters and brothers, sisters and brothers of spouse);</p> <p>(ii) an individual shareholder (being a natural person) who directly or indirectly holds more than <u>one per cent. (1%)</u> of the shares issued by the <u>Company</u> listed company, or <u>is an individual shareholder</u> among the top ten <u>(10)</u> shareholders of the Company, <u>and such shareholders' spouses, parents and children</u> immediate relatives;</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p>(iii) <u>persons who holds a position in the shareholders directly or indirectly holding more than five per cent. (5%) of the issued shares of the Company, or who are among the top five (5) shareholders of the Company, and such persons' spouses, parents and children</u>any stockholding corporate body holding, directly or indirectly, more than 5% of the shares issued by the listed company or the employees and immediate relatives of the top five shareholders of the company who are stockholding corporate bodies;</p> <p>(iv) <u>persons who are employed by the affiliated enterprises of the Company's controlling shareholders or actual controllers, and such persons' spouses, parents and children</u>any person who falls into the three categories listed above within the latest year;</p> <p>(v) <u>persons who have significant business dealings with the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, or who work for entities which have significant business dealings with the Company, and the controlling shareholders or actual controllers of such entities</u>any person who provides services such as financial, legal or consulting services for the Company or its subsidiary enterprises;</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p>(vi) <u>persons providing services such as financial, legal, consulting and sponsorship to the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, including, but not limited to, all members of the project team, reviewers at all levels, persons signing on the report, partners, directors, senior management and key persons in charge, of the intermediary agencies providing the services</u> any other person as stated by these Articles; and</p> <p>(vii) <u>persons who fall into the categories set out in any of the situations as listed in items (i) to (vi) within the last twelve (12) months; and</u> any other person determined by China Securities Regulatory Commission.</p> <p>(viii) <u>other persons who are not independent as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed³, and these Articles.</u></p>

³ A director who falls under the circumstance described in Rule 210(5)(d) of the Listing Manual of the SGX-ST is not independent. The circumstance are as follows: (i) a director who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years; (ii) a director who has an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is or was determined by the Remuneration Committee of the Company; or (iii) a director who has been a director of the Company for an aggregate period of more than nine (9) years (whether before or after listing).

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>The affiliated enterprises of the Company's controlling shareholder or actual controller as mentioned in items (iv) to (vi) of the preceding paragraph shall not include enterprises controlled by the same state-owned asset management institution as the Company and not considered related parties to the Company in accordance with relevant provisions.</u></p> <p><u>Independent Directors shall conduct self-examination of their independence on an annual basis and submit the results thereof to the Board. The Board shall assess the independence of the incumbent Independent Directors on an annual basis and issue a special opinion, which shall be disclosed together with the annual report of the Company.</u></p>
<p>Article 154 The Independent Director owes a duty to the Company and the shareholders to exercise his duties honestly and with due care and diligence. The Independent Director shall discharge his duties, safeguard the interests of the Company, and in particular, pay due regard to ensuring that the interests of the minority shareholders are not compromised, in accordance with the relevant laws, regulations and these Articles.</p>	<p>Article 154 AnThe Independent Director owes a duty to the Company and itsthe shareholders to exercise his/her duties honestly and with due care and diligence, and. The Independent Director shall discharge his/her duties, safeguard the interests of the Company, and in particular, pay due regard to ensuring that the interests of the minority shareholders are not compromised, in accordance with therelevant laws, regulations, <u>provisions of the CSRC, rules of the stock exchange(s) where the Company is listed,</u> and these Articles. <u>Independent Directors play a role in participating in decision-making, supervising and balancing, and providing professional advice within the Board, safeguard the interests of the Company, and protect the legitimate rights and interests of the minority shareholders of the Company.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 155 Nomination, election and replacement of Independent Directors</p> <p>(1) The Board of Directors, the Supervisory Board, or shareholders who, singly or jointly, hold more than 1% issued share of the listed company, may nominate candidates for appointment as Independent Directors, and the shareholders in General Meeting shall decide the nomination.</p> <p>(2) Persons nominating a person for appointment as an Independent Director shall, before such nomination, obtain the nominee's consent. Persons nominating an Independent Director shall be familiar with the occupation, education, titles, detailed working experience, concurrent offices, and other information of the nominee, and shall give an opinion on the nominee's independence and qualifications as Independent Director, and the nominee shall make a public announcement that he has no relationship with the listed company that will influence his exercise of independent and objective judgment.</p> <p>Before convening the General Meeting that will elect the Independent Directors, the Board of Directors of the Company shall announce the aforesaid contents according to the relevant provisions.</p>	<p>Article 155 Nomination, election and replacement of Independent Directors</p> <p>(1) The Board of Directors, the Supervisory Board, or shareholders who, singly or jointly, hold more than one per cent. (1%) issued shares of the Companylisted company, may nominate candidates for appointment as Independent Directors, and the shareholders in General Meeting shall decide the nomination.</p> <p><u>The nominator(s) shall not nominate persons with whom they have an interest relationship or those who have other relationships that may affect the nominee's ability to perform duties independently as candidates for Independent Directors.</u></p> <p>(2) Persons nominating a person for appointment as an Independent Director shall, before such nomination, obtain the nominee's consent. Persons nominating an Independent Director shall be familiar with the occupation, education, titles, detailed working experience, concurrent offices, whether there are any records of major dishonesty or other adverse records and other information of the nominee, and shall give an opinion on the nominee's satisfaction of independence and other conditions for acting qualifications as Independent Director, and the nominee shall make a public declaration regarding his/her compliance with the independence requirement and other conditions for serving as an Independent Director announcement that he has no relationship with the listed company that will influence his exercise of independent and objective judgment.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>(3) Before convening the General Meeting to elect an Independent Director, the Company shall submit the aforesaid information to China Securities Regulatory Commission, the local office of China Securities Regulatory Commission and the stock exchange in which the shares of the Company is listed, and the person may be nominated as candidates for Independent Directors only following receipt of no objections from these bodies.</p> <p>(4) The tenure of an Independent Director shall be three (3) years which may be extended upon re-election, with a maximum term of no more than six (6) years.</p> <p>(5) Where an Independent Director does not attend meetings of Board of Directors in person for three successive times, the Board of Directors may seek the approval of the shareholders in General Meeting to dismiss and replace him.</p> <p>Any Independent Director shall not be dismissed without reason before the expiration of his tenure unless he falls into the circumstances in which a person shall not assume the office of Independent Director as provided above and by the Company Law. If an Independent Director is dismissed before the expiration of his tenure, the Company shall disclose the dismissal of the Independent Director as a special proceeding. A dismissed Independent Director who considers the Company's reasons for dismissal not tenable may make a public announcement.</p>	<p>Before convening the General Meeting that will elect the Independent Directors, the Board of Directors of the Company shall announce the aforesaid contents according to the relevant provisions.</p> <p>(3) Before convening the General Meeting to elect an Independent Directors, the Company shall submit the aforesaid information <u>relating to all candidates for Independent Directors to the Shanghai Stock Exchange. Such information submitted shall be true, accurate and complete. The Shanghai Stock Exchange will review the materials of the candidates for Independent Directors according to applicable laws and regulations, make a prudent judgement on whether the candidates qualify for the position, and has the right to raise an objection. Where the Shanghai Stock Exchange raises objections to such candidate, the Company shall not submit the candidate for election at the General Meeting to</u> China Securities Regulatory Commission, the local office of China Securities Regulatory Commission and the stock exchanges in which the shares of the Company is listed, and the person may be nominated as candidates for Independent Directors only following receipt of no objections from these bodies.</p> <p>(4) The tenure of an Independent Director shall be <u>the same as that of the other directors of the Company (being three (3) years)</u> which may be extended upon re-election, with a maximum term of no more than six (6) <u>consecutive</u> years.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>(6) An Independent Director may resign from his office before the expiration of his tenure by submitting a written notice of resignation to the Board of Directors, and shall provide information in relation to the resignation and any other information that he considers should be brought to the attention of the shareholders and creditors of the Company.</p> <p>If the resignation of the Independent Director causes the proportion of the Independent Directors in the Board of Directors to be lower than the minimal number required by these Articles, the resignation of the Independent Director shall take effect upon the replacement of his position by another Independent Director.</p>	<p>(5) <u>An Independent Director may be removed by the Company in accordance with procedures as provided in applicable laws, regulations and rules prior to the expiry of his/her term of office. In such a case, the Company shall make a timely disclosure of the specific reasons and basis for the removal. The Company shall disclose the objections of Independent Director (if any) in a timely manner. Where an Independent Director does not attend meetings of Board of Directors in person for three successive times, the Board of Directors may seek the approval of the shareholders in General Meeting to dismiss and replace him.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>Where an Independent Director does not meet the conditions specified in items (1) or (2) of the first paragraph of Article 153 of these Articles, he/she shall immediately cease to perform his/her duties and resign from his/her position. If such resignation is not tendered, the Board shall remove such Independent Director from office in accordance with applicable laws, regulations and rules immediately upon becoming aware or should have been aware of the occurrence of such fact. Any Independent Director shall not be dismissed without reason before the expiration of his tenure unless he falls into the circumstances in which a person shall not assume the office of Independent Director as provided above and by the Company Law. If an Independent Director is dismissed before the expiration of his tenure, the Company shall disclose the dismissal of the Independent Director as a special proceeding. A dismissed Independent Director who considers the Company's reasons for dismissal not tenable may make a public announcement.</u></p> <p><u>Where the resignation or removal of an Independent Director due to the circumstance stipulated in the preceding paragraph results in the proportion of Independent Directors on the Board or its special committees not meeting the requirements of applicable laws, regulations and rules, or these Articles, or if there is a lack of an accounting professional among the Independent Directors, the Company shall complete a by-election within sixty (60) days from the date of occurrence of the aforementioned facts.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p>(6) An Independent Director may resign from his/<u>her</u> office before the expiration of his/<u>her</u> tenure by submitting a written notice of resignation to the Board of Directors, and shall provide information in relation to the resignation and any other information that he/<u>she</u> considers should be brought to the attention of the shareholders and creditors of the Company. <u>The Company shall disclose the reasons for the resignation of an Independent Director and matters of concern.</u></p> <p><u>If the resignation of an Independent Director will result in the proportion of Independent Directors on the Board or its special committees not meeting the requirements of applicable laws, regulations and rules, or these Articles, or if there is a lack of an accounting professional among the Independent Directors, the Independent Director who intends to resign shall continue to perform his/her duties until the date on which a new Independent Director is appointed. The Company shall complete a by-election within sixty (60) days from the date on which the Independent Director tenders his/her resignation.</u> If the resignation of the Independent Director causes the proportion of the Independent Directors in the Board of Directors to be lower than the minimal number required by these Articles, the resignation of the Independent Director shall take effect upon the replacement of his position by another Independent Director.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 156 Apart from the rights and obligations conferred by the Company Law and other relevant laws and regulations, Independent Directors shall also process authorities as follow:</p> <p>(1) major interested person transactions shall be approved by Independent Directors before they are referred to the Board of Directors for discussion;</p> <p>(2) to propose to the Board of Directors to engage or dismiss an accounting firm as external auditors;</p> <p>(3) to propose to the Board of Directors to convene extraordinary shareholders General Meetings;</p> <p>(4) to propose to convene a meeting of the Board of Directors;</p> <p>(5) to engage external audit or consulting firms independently;</p> <p>(6) before a General Meeting is convened, to solicit proxies from shareholders;</p> <p>(7) right to express independent opinions on the following matters to the Board of Directors or shareholders in General Meeting:</p> <p>(i) nomination, appointment, or dismissal of directors;</p> <p>(ii) engagement or dismissal of senior management personnel;</p> <p>(iii) salary and remuneration of the Directors and senior management personnel of the Company;</p>	<p>Article 156 <u>In addition to performing their duties in accordance with applicable laws, regulations, provisions of the CSRC, rules of rules of the stock exchange(s) where the Company is listed, and these Articles, Independent Directors shall have the following specific powers and functions:</u>Apart from the rights and obligations conferred by the Company Law and other relevant laws and regulations, Independent Directors shall also process authorities as follow:</p> <p>(1) <u>to independently engage intermediary agencies (such as external audit or consulting firms) to conduct audits, consultations or verifications on specific matters of the Company</u>major interested person transactions shall be approved by Independent Directors before they are referred to the Board of Directors for discussion;</p> <p>(2) to propose to the Board of Directors to engage or dismiss an accounting firm as external auditors;</p> <p>(2) to propose to the Board of Directors to convene Extraordinary extraordinary shareholders General Meetings;</p> <p>(3) to propose to convene a meeting of the Board of Directors;</p> <p>(4) to engage external audit or consulting firms independently;</p> <p>(4) before a General Meeting is convened,to <u>publicly</u> solicit proxies from shareholders <u>before a General Meeting is convened in accordance with applicable laws;</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>(iv) existing and new loans and other transaction of funds with the Company's shareholders, person exercising effective control of the Company and their related enterprises that in aggregate exceed the amount stipulated by relevant laws and regulations, as well as whether the Company adopts effective measures to collect the debts;</p> <p>(v) other matters that the Independent Directors consider may be detrimental to the interest of minority shareholders;</p> <p>(vi) other matters as stipulated by these Articles.</p>	<p>(5) (7) right to express independent opinions on <u>matters that may prejudice the interests of the Company or its minority shareholders</u>; and <u>the following matters to the Board of Directors or shareholders in General Meeting</u>:</p> <p>(i) nomination, appointment, or dismissal of directors;</p> <p>(ii) engagement or dismissal of senior management personnel;</p> <p>(iii) salary and remuneration of the Directors and senior management personnel of the Company;</p> <p>(iv) existing and new loans and other transaction of funds with the Company's shareholders, person exercising effective control of the Company and their related enterprises that in aggregate exceed the amount stipulated by relevant laws and regulations, as well as whether the Company adopts effective measures to collect the debts;</p> <p>(v) other matters that the Independent Directors consider may be detrimental to the interest of minority shareholders;</p> <p>(vi) other matters as stipulated by these Articles.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>(6) other powers and functions as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and these Articles.</u></p> <p><u>The exercise of the powers and functions listed in items (1) to (3) of the preceding paragraph by Independent Directors shall be approved by a majority of all Independent Directors.</u></p> <p><u>When Independent Directors exercise the powers and functions listed in the first paragraph of this Article, the Company shall disclose the same in a timely manner. If the aforesaid powers and functions cannot be exercised normally, the Company shall disclose the details and reasons.</u></p>
<p>Article 157 When exercising the authorities set out in Article 156(7)(i) to (vi), the Independent Directors shall obtain a simple majority of the Independent Directors. Where the aforesaid proposals are not adopted or the aforesaid authorities cannot be exercised normally, the Company shall disclose the relevant information.</p>	<p>Article 157 <u>Independent Directors shall attend Board meetings in person⁴. If any Independent Director is unable to attend the meetings in person due to valid reasons, such Independent Director shall review the materials of the meetings in advance, form a clear opinion and authorise in writing another Independent Director to attend on his/her behalf. When exercising the authorities set out in Article 156(7)(i) to (vi), the Independent Directors shall obtain a simple majority of the Independent Directors. Where the aforesaid proposals are not adopted or the aforesaid authorities cannot be exercised normally, the Company shall disclose the relevant information.</u></p>

⁴ For the avoidance of doubt, in accordance with Article 144 of the Articles of Association, Directors (including Independent Directors) are allowed to attend meetings of the Board and its special committees by telephone conference or by means of a similar communication equipment whereby all Directors participating in the meeting can fully communicate and express their opinions. In such a case, the Directors present at the meeting shall be deemed to have attended the meeting in person.

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>Where an Independent Director fails to attend Board meetings in person for two (2) consecutive times without authorising another Independent Director to attend on his/her behalf, the Board shall, within thirty (30) days from the date of the occurrence of such fact, propose to convene a General Meeting to remove him/her from his/her position as an Independent Director.</u></p>
<p>Article 158 The Company shall publicly announce the opinions of the Independent Directors. If the opinions of the Independent Directors are not unanimous, the Board of Directors shall separately disclose the opinions of each Independent Director.</p>	<p>Article 158 The Company shall publicly announce the opinions of the Independent Directors. If the opinions of the Independent Directors are not unanimous, the Board of Directors shall separately disclose the opinions of each Independent Director.</p> <p><u>The following matters shall be submitted to the Board for consideration after being approved by a majority of all Independent Directors:</u></p> <ol style="list-style-type: none"> <u>(1) interested person transactions/ related party transactions that shall be disclosed;</u> <u>(2) proposals for change or waive undertakings by the Company and its related parties;</u> <u>(3) decisions made and measures taken by the Board regarding the acquisition of the Company; and</u> <u>(4) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and these Articles.</u>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 159 Independent Directors shall constitute at least half of the members of the special committees for remuneration, audit and nomination set up by the Board.</p>	<p>Article 159 <u>The Company shall regularly or irregularly hold meetings exclusively attended by Independent Directors (hereinafter referred to as “Special Meetings of Independent Directors”). The matters listed in items (1) to (3) of the first paragraph of Article 156 of these Articles shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may also discuss other matters of the Company as needed. Independent Directors shall constitute at least half of the members of the special committees for remuneration, audit and nomination set up by the Board.</u></p> <p><u>The Special Meetings of Independent Directors shall be convened and chaired by an Independent Director jointly elected by more than half of the Independent Directors; if the convenor fails or is unable to perform his/her duties, two (2) or more Independent Directors may convene the meeting themselves and elect a representative to chair the meeting.</u></p> <p><u>The Company shall provide convenience and support for the convening of the Special Meetings of Independent Directors.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 160 The Company shall guarantee that the Independent Directors shall enjoy equal right of knowledge as other Directors. In respect of any matters that require the Board of Directors' decision, the Company shall give the Independent Directors prior notice as required by law and shall provide sufficient information to them. Any Independent Directors who considers that the information is not sufficient may request for additional information. When two or more Independent Directors consider that the information is not sufficient or the explanation or rationale is not clear or specific, they may make a joint written requests to the Board of Directors to postpone the meeting of the Board of Directors or to defer the review of such matters, and the Board of Directors shall accede to such request.</p> <p>The Company and Independent Directors shall keep information and materials provided by the Company to the Independent Directors for at least five (5) years.</p>	<p>Article 160 The Company shall <u>ensure</u> guarantee that the Independent Directors shall enjoy equal right <u>to information</u> of knowledge as other Directors. In respect of any matters that require the Board of Directors' decision, the Company shall give the Independent Directors prior notice as required by law and shall provide sufficient information to them. Any Independent Directors who considers that the information is not sufficient may request for additional information. When two or more Independent Directors consider that the information is not sufficient or the explanation or rationale is not clear or specific, they may make a joint written requests to the Board of Directors to postpone the meeting of the Board of Directors or to defer the review of such matters, and the Board of Directors shall accede to such request. <u>In order to ensure the effective performance of their responsibilities by Independent Directors, the Company shall regularly inform Independent Directors of the Company's operations, provide information, organise or assist Independent Directors in conducting site visits and other work.</u></p> <p><u>Before the Board considers significant and complicated matters, the Company may organise Independent Directors to participate in the research and discussion sessions, so as to fully listen to the opinions of Independent Directors, and promptly provide feedback to Independent Directors on the adoption of their opinions.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>The Company shall give notices of Board meetings to Independent Directors, provide relevant meeting materials, and offer effective communication channels for Independent Directors, in accordance with these Articles; when a special committee of the Board convenes a meeting, the Company shall, in principle, provide relevant materials and information no later than three (3) days before such committee meeting. The Company shall keep the aforementioned meeting materials for at least ten (10) years.</u></p> <p>The Company and Independent Directors shall keep information and materials provided by the Company to the Independent Directors for at least five (5) years.</p>
<p>Article 161 The Company and its relevant personnel shall provide full cooperation to the Independent Directors when the Independent Directors exercise their duties and shall not refuse, obstruct or hinder the Independent Directors' exercise of their authority, nor conceal facts.</p> <p>The expenses incurred by the Independent Directors for engaging intermediary organisations and in exercising their authorities shall be borne by the Company.</p>	<p>Article 161 The Company and its relevant personnel <u>such as directors and senior management of the Company</u> shall provide full cooperation to the Independent Directors when the Independent Directors exercise their duties and shall not refuse, obstruct, <u>or conceal relevant information, nor interfere with</u> hinder the Independent Directors' exercise of their authority <u>independently,</u> nor conceal facts.</p> <p><u>If Independent Directors encounter obstacles while lawfully exercising their powers and functions, they may explain the situation to the Board, request cooperation from directors, senior management, and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in their work records; if the obstacles still cannot be eliminated, they may report to the CSRC and the stock exchange(s) where the Company is listed.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>Where the performance of duties by Independent Director involves information that subject to disclosure requirements, the Company shall handle the disclosure matters in a timely manner; if the Company does not disclose such information, Independent Directors may directly apply for disclosure, or report to the CSRC and the stock exchange(s) where the Company is listed.</u></p> <p>The expenses incurred by the Independent Directors for engaging <u>professional institutions intermediary organisations</u> and in <u>performing other duties and functionsexercising their authorities</u> shall be borne by the Company.</p>
<p>Article 162 The Company shall give appropriate allowance to the Independent Directors. The account of allowance shall be proposed by the Board of Directors, approved by the shareholders in General Meeting, be disclosed in the annual report of the Company.</p> <p>Except the aforesaid allowances, the Independent Directors shall not receive any additional or other undisclosed benefits from the Company and its substantial shareholders or any organisations and persons with interest or relations with the Company.</p>	<p>Article 162 The Company <u>provides shall give appropriate</u> allowance to the Independent Directors <u>appropriate to their duties and responsibilities</u>. The standard account of allowance shall be proposed by the Board of Directors, <u>and</u> approved by the shareholders in General Meeting, <u>and shall</u> be disclosed in the annual report of the Company.</p> <p>Except <u>for</u> the aforesaid allowances, the Independent Directors shall not receive any additional or <u>undisclosed</u> benefits from the Company and its substantial shareholders, <u>actual controllers</u> or any entities<u>organisations</u> and persons with interest or relations with the Company.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
CHAPTER 17 SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS	
<p>Article 182 The Board of Directors shall establish Special Committees such as the Audit Committee, the Strategy Committee, the Nomination Committee and the Remuneration Committee. The members of the Special Committees shall be drawn from Directors. Independent Directors shall constitute a majority of the members of the Audit Committee, the Nomination Committee and the Remuneration Committee, and shall be the convening person.</p>	<p>Article 182 The Board of Directors shall establish <u>special committees</u>Special Committees such as the Audit Committee, the Strategy Committee, the Nomination Committee and the Remuneration Committee. The members of the <u>special committees</u>Special Committees shall be drawn from Directors. <u>Members of the Audit Committee shall be directors who do not hold senior management positions in the Company, and a majority of them shall be Independent Directors, and the accounting professional(s) among the Independent Directors shall serve as convenor(s).</u> Independent Directors shall constitute a majority of the members of the Audit Committee, the Nomination Committee and the Remuneration Committee, <u>who shall serve as convenors</u>and shall be the convening person.</p>
<p>Article 184 The main duties of the Nomination Committee are to:</p> <ol style="list-style-type: none"> (1) examine and to give proposals on the selection criteria, procedures and re-nomination of Directors and managerial personnel; (2) search for qualified candidates of Directors and managerial personnel; and (3) review, evaluate and give opinions on the candidates for appointment as Directors and Managers. 	<p>Article 184 The main duties of the Nomination Committee are to:</p> <ol style="list-style-type: none"> (1) examine and to give proposals on the selection criteria, procedures and re-nomination of Directors and managerial personnel; (2) search for qualified candidates of Directors and managerial personnel; and (3) review, evaluate and give opinions on the candidates for appointment as Directors and Managers.

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>The Nomination Committee is responsible for formulating the criteria and procedures for selection of directors and senior management personnel, selecting and examining the candidates for directors and senior management personnel and their qualifications, and making recommendations to the Board on the following matters:</u></p> <p><u>(1) nomination, appointment and/or removal of directors;</u></p> <p><u>(2) appointment and/or dismissal of senior management personnel; and</u></p> <p><u>(3) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and these Articles.</u></p> <p><u>Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting the same in the Board resolution and disclose this information.</u></p>
<p>Article 185 The main duties of the Remuneration Committee are to:</p> <p>(1) examine and to give proposal on the criteria for assessing Directors and managerial personnel, to carry out evaluation;</p> <p>(2) examine, access and to give proposal on the remuneration policy and framework for Directors and senior management personnel.</p>	<p>Article 185 The main duties of the Remuneration Committee are to:</p> <p>(1) examine and to give proposal on the criteria for assessing Directors and managerial personnel, to carry out evaluation;</p> <p>(2) examine, access and to give proposal on the remuneration policy and framework for Directors and senior management personnel.</p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p><u>The Remuneration Committee is responsible for formulating assessment criteria of directors and senior management personnel and conducting evaluations, formulating and reviewing remuneration policies and plans of directors and senior management personnel, and making recommendations to the Board on the following matters:</u></p> <ol style="list-style-type: none"> <u>(1) remuneration of directors and senior management personnel;</u> <u>(2) formulating, or making amendments to, share incentive plans, employee share option or share scheme, the conditions for incentive recipients to acquire and exercise rights;</u> <u>(3) arrangements relating to shareholding plan by directors and senior management personnel in subsidiaries that are proposed to be spun off; and</u> <u>(4) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and these Articles.</u> <p><u>Where the Board does not adopt or fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for not adopting the same in the Board resolution and disclose this information.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
CHAPTER 18 AUDIT COMMITTEE	
<p>Article 188 The Audit Committee is a Special Committee under the Board of Directors. The Audit Committee shall be appointed by the Board of Directors (pursuant to a resolution of the Board of Directors) and shall comprise not fewer than three (3) members of the Board of Directors of whom a majority shall be Independent Directors.</p>	<p>Article 188 The Audit Committee is a <u>special committee</u>Special Committee under the Board of Directors. The Audit Committee shall be appointed by the Board of Directors (pursuant to a resolution of the Board of Directors) and shall comprise not fewer than three (3) members of the Board of Directors of whom a majority shall be Independent Directors.</p> <p><u>If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member resulting the number of members of the Audit Committee is reduced below three (3), the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.</u></p>
<p>Article 189 The Audit Committee shall elect a chairman from among their members. The chairman shall be an Independent Director in the Audit Committee.</p>	<p>Article 189 The Audit Committee shall elect a chairman from among their members. The chairman shall be an Independent Director in the Audit Committee, <u>who is an accounting professional.</u></p>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
<p>Article 190 If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members of the Audit Committee is reduced below three (3), the Board of Directors shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.</p>	<p>Article 190 If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members of the Audit Committee is reduced below three (3), the Board of Directors shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.</p> <p><u>The Audit Committee is responsible for reviewing the Company's financial information and the disclosure thereof, supervising and evaluating internal and external audit work, and internal control. The following matters shall be submitted to the Board for consideration after being approved by a majority of all members of the Audit Committee:</u></p> <ol style="list-style-type: none"> <u>(1) disclosure of the financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;</u> <u>(2) appointment or dismissal of the accounting firm(s) which undertake the Company's audit work;</u> <u>(3) appointment or dismissal of the Company's chief financial officer (or its equivalent);</u> <u>(4) amendment of accounting policies or estimates, or correction of significant accounting errors, for reasons other than changes in accounting standards; and</u>

LETTER TO SHAREHOLDERS

Before the Proposed AOA Amendments	After the Proposed AOA Amendments
	<p data-bbox="850 360 1393 562"><u>(5) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and these Articles.</u></p> <p data-bbox="850 600 1393 869"><u>The Audit Committee shall convene at least one (1) meeting every quarter. An interim meeting may be convened upon the proposal of two (2) or more members or if the convenor deems it necessary. An Audit Committee meeting shall be convened only when more than two-thirds of its members are present.</u></p>

Save for the above amendments, the other provisions of the Articles of Association shall remain unchanged.

3.3 Compliance with requirements under Rule 730(2) of the Listing Manual

The Proposed AOA Amendments are consistent with the listing rules set out in the Listing Manual prevailing at the time of amendments and at the current time.

3.4 Application for changes in the industrial and commercial registration

Subject to Shareholders' approval for the Proposed AOA Amendments being obtained at the 2024 AGM, the Company shall submit an application to the Tianjin Administration for Market Regulation (天津市市场监督管理委员会) to update the industrial and commercial registration details pertaining to the Company.

3.5 Voting threshold

Pursuant to Article 103 of the PRC Company Law, where any resolution is proposed to be passed by shareholders of a company on proposed amendments to the articles of association of the company, it shall be passed by the shareholders representing more than two-thirds ($\frac{2}{3}$) of the voting rights held by the shareholders attending at the general meeting.

Accordingly, the resolution relating to the Proposed AOA Amendments shall be approved by more than two-thirds ($\frac{2}{3}$) of the voting rights held by the Shareholders attending at the 2024 AGM, in accordance with the PRC Company Law.

LETTER TO SHAREHOLDERS

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The details of the Directors' and Substantial Shareholders' interest in the Shares as at the Latest Practicable Date are set out below:–

	Direct Interest		Deemed Interest	
	No of Shares	% ⁽¹⁾	No of Shares	% ⁽¹⁾
Directors				
Zhang Mingrui	–	–	–	–
Guo Min	–	–	–	–
Wang Lei	–	–	–	–
Zhou Hong	23,800 ⁽²⁾	0.003	–	–
Shang Mingjie	–	–	–	–
Mao Weiwen	–	–	–	–
Yeo Guat Kwang	–	–	–	–
Liew Yoke Pheng Joseph	–	–	–	–
Li Qing	–	–	–	–
Substantial Shareholder(s)				
TPH	325,855,528	42.31	5,265,000 ⁽³⁾	0.68

Notes:

- (1) Based on the total issued share capital of 770,158,276 Shares as at the Latest Practicable Date.
- (2) These are the Restricted A-Shares granted and issued under the Scheme.
- (3) Pursuant to Section 4 of the SFA, TPH is deemed interested in the 5,265,000 Shares in the capital of the Company held by its wholly-owned subsidiary, Tianjin Pharmaceutical (Singapore) International Investment Pte. Ltd.

As at the Latest Practicable Date, saved as disclosed in this Annexure, none of the Directors or Substantial Shareholders have any interest, direct or indirect, in the Proposals other than through their respective shareholdings in the Company (if any).

5. DIRECTORS' RECOMMENDATIONS

Having considered, amongst others, the rationale for, and the terms of, each of the Proposals, the Directors are of the opinion that each of the Proposals is in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend that the Shareholders vote in favour of the resolutions in relation to each of the Proposals set out in the Notice of AGM.

LETTER TO SHAREHOLDERS

6. ANNUAL GENERAL MEETING

The 2024 AGM will be held at the meeting room of the Company's Modern Traditional Chinese Medicine Industrial Park located at No. 21 Tenth Avenue, Binhai New Area, Tianjin, the PRC (中国天津市滨海新区第十大街21号津药达仁堂集团现代中药产业园会议室) (concurrently, a video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore) on Wednesday, 15 May 2024 at 1:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions (with or without modifications) set out in the Notice of AGM.

Printed copies of the Company's annual report for FY2023 (which includes the printed copies of the Notice of AGM and accompanying Proxy Form) will be sent to S-Share Shareholders 14 days before the 2024 AGM. These documents have also been, or will also be, made available to Shareholders on the same day as the date of this Annexure on the SGXNET and the Company's website at www.jydr.com.cn.

S-Share Shareholders may participate in the 2024 AGM via the video conferencing at Library 1 & 2, Level 8, 1 Pickering Street, Great Eastern Centre, Singapore 048659 for S-Share Shareholders in Singapore by:

- (a) attending the 2024 AGM in person;
- (b) submitting substantial and relevant questions relating to the resolutions to be tabled for approval at the 2024 AGM, in advance of, or at, the 2024 AGM; and/or
- (c) voting at the 2024 AGM (i) themselves; or (ii) through their duly appointed proxy(ies).

Details of the submission of questions and voting at the 2024 AGM by Shareholders (including S-Share Shareholders) are set out in the Notice of AGM.

7. ACTION TO BE TAKEN BY S-SHARE SHAREHOLDERS

S-Share Shareholders who wish to vote but who are unable to attend the 2024 AGM and wish to appoint a proxy(ies) to attend and vote at the 2024 AGM on their behalf must complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive by (i) post at the office of the Company's S-Shares Registrar and Singapore Shares Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, or (ii) email at srs.proxy@boardroomlimited.com, no later than **1:30 p.m. on Monday, 13 May 2024**.

The completion and return of a Proxy Form by a S-Share Shareholder does not preclude such S-Share Shareholder from attending, speaking and voting in person at the 2024 AGM should such S-Shareholder subsequently decide to do so. In such event, the appointment of the proxy(ies) for the 2024 AGM will be deemed to be revoked if the S-Share Shareholder attends the 2024 AGM in person, and the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the 2024 AGM.

A S-Share Shareholder who intends to attend the 2024 AGM must be registered in the Register of Members, or where the registered holder is CDP, must be named as a Depositor in the Depository Register, as at a time not earlier than forty-eight (48) hours before the 2024 AGM.

LETTER TO SHAREHOLDERS

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Annexure and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Annexure constitutes full and true disclosure of all material facts about the Proposals, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Annexure misleading.

Where information in this Annexure has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Annexure in its proper form and context.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 17 Baidi Road, Nankai District, Tianjin, the PRC 300193, during normal business hours from the date of this Annexure up to and including the date of the 2024 AGM:

- (a) the Articles of Association; and
- (b) the annual report of the Company for the financial year ended 31 December 2007.

Yours faithfully

For and on behalf of the Board of Directors of
Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited

Zhang Mingrui
Chairman of the Board

APPENDIX A

津药达仁堂集团股份有限公司
独立董事制度
**Independent Directors System of
Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited
(Amended in May 2024)**

第一章 总则
CHAPTER 1 GENERAL PROVISIONS

第一条 为进一步完善公司治理结构，促进公司规范运作，保障独立董事依法行使职权，更好地维护广大股东的利益，根据《中华人民共和国公司法》、《中华人民共和国证券法》、《上市公司治理准则》、《上市公司独立董事管理办法》、《上海证券交易所股票上市规则》及新加坡交易所规则等有关法律、法规、规范性文件和本公司章程的有关规定，特制定本制度。

Article 1 In order to further improve the corporate governance structure of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (the “**Company**”), and to promote the standardised operation of the Company, ensure the lawful exercise of powers by independent directors, and better safeguard the interests of the shareholders at large, this independent directors system (the “**System**”) is formulated in accordance with relevant laws, regulations, normative documents including the *Company Law of the People’s Republic of China* (《中华人民共和国公司法》), the *Securities Law of the People’s Republic of China* (《中华人民共和国证券法》), the *Code of Corporate Governance of Listed Companies* (《上市公司治理准则》), the *Administrative Measures for Independent Directors of Listed Companies* (《上市公司独立董事管理办法》), the *Listing Rules of Shanghai Stock Exchange* (《上海证券交易所股票上市规则》), and the listing rules of the Singapore Exchange Securities Trading Limited, as well as the relevant provisions of the articles of association of the Company (the “**Articles of Association**”).

第二条 独立董事是指不在上市公司担任除董事外的其他职务，并与其所受聘的上市公司及其主要股东、实际控制人不存在直接或者间接利害关系，或者其他可能影响其进行独立客观判断关系的董事。

Article 2 An independent director refers to a director who does not hold any other positions in the Company other than as director of the Company, and has no direct or indirect interest in the Company, its substantial shareholders or actual controllers, or any other relationship that may affect his/her exercise of independent and objective judgment.

独立董事应当独立履行职责，不受上市公司及其主要股东、实际控制人等单位或者个人的影响。

Independent directors shall perform their duties independently, and be free from the influence of any entity or individual including the Company, its substantial shareholders or actual controllers.

第三条 独立董事对公司及全体股东负有忠实与勤勉义务，应当按照法律、行政法规、中国证券监督管理委员会(以下简称中国证监会)规定、证券交易所业务规则和《公司章程》的规定，认真履行职责，在董事会中发挥参与决策、监督制衡、专业谘询作用，维护上市公司整体利益，保护中小股东合法权益。

Article 3 An independent director owes a duty to the Company and its shareholders to exercise his/her duties honestly and with due care and diligence, and shall discharge his/her duties in accordance with relevant laws, regulations, provisions of the China Securities Regulatory Commission (中国证券监督管理委员会) (the “**CSRC**”), rules of the stock exchange(s) where the Company is listed, and the Articles of Association. Independent directors play a role in participating in decision-making, supervising and balancing, and providing professional advice within the board of directors of the Company (the “**Board**”), safeguard the interests of the Company, and protect the legitimate rights and interests of the minority shareholders of the Company.

APPENDIX A

第四条 独立董事占公司董事会成员的比例不得低于三分之一，且至少包括一名会计专业人士。

Article 4 At least one-third (1/3) of the members of the Board shall be made up of independent directors, and at least one (1) of the independent directors shall be an accounting professional.

第五条 公司董事会下设审计、提名、薪酬与考核和战略等专门委员会。

Article 5 The Board shall establish special committees such as an audit committee (the “**Audit Committee**”), a nomination committee (the “**Nomination Committee**”), a remuneration committee (the “**Remuneration Committee**”), and a strategy committee.

审计委员会成员应当为不在公司担任高级管理人员的董事，其中独立董事应当过半数，并由独立董事中会计专业人士担任召集人。

Members of the Audit Committee shall be directors who do not hold senior management positions in the Company, and a majority of them shall be independent directors, and the accounting professional(s) among the independent directors shall serve as convenor(s).

提名委员会、薪酬与考核委员会中独立董事应当过半数并担任召集人。

Independent directors shall constitute a majority of the members of the Nomination Committee and the Remuneration Committee, who shall serve as convenors.

第二章 任免资格与任免

CHAPTER 2 QUALIFICATIONS AND INDEPENDENCE REQUIREMENTS OF INDEPENDENT DIRECTORS, AS WELL AS NOMINATION, ELECTION AND REPLACEMENT OF INDEPENDENT DIRECTORS

第六条 独立董事必须保持独立性。下列人员不得担任独立董事：

Article 6 Independent directors must maintain their independence. The following persons shall not serve as independent directors:

- (一) 在公司或者附属企业任职的人员及其配偶、父母、子女、主要社会关系；
 - (i) persons working in the Company or its affiliated enterprises and such persons’ spouses, parents, children, and main social relations;
- (二) 直接或间接持有公司已发行股份百分之一以上或者是公司前十名股东中的自然人股东及其配偶、父母、子女；
 - (ii) an individual shareholder (being a natural person) who directly or indirectly holds more than one per cent. (1%) of the shares issued by the Company, or is among the top ten (10) shareholders of the Company, and such shareholders’ spouses, parents and children;
- (三) 在直接或者间接持有公司已发行股份百分之五以上的股东或者在公司前五名股东任职的人员及配偶、父母、子女；
 - (iii) persons who holds a position in the shareholders directly or indirectly holding more than five per cent. (5%) of the issued shares of the Company, or who are among the top five (5) shareholders of the Company, and such persons’ spouses, parents and children;
- (四) 在公司控股股东、实际控制人的附属企业任职的人员及其配偶、父母、子女；
 - (iv) persons who are employed by the affiliated enterprises of the Company’s controlling shareholders or actual controllers, and such persons’ spouses, parents and children;

APPENDIX A

- (五) 与公司及控股股东、实际控制人或者其各自的附属企业有重大业务往来的人员，或者在有重大业务往来的单位及其控股股东、实际控制人任职的人员；
- (v) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, or who work for entities which have significant business dealings with the Company, and the controlling shareholders or actual controllers of such entities;
- (六) 为公司及控股股东、实际控制人或者其各自附属企业提供财务、法律、咨询、保荐等服务的人员，包括但不限于提供服务的中介机构的项目组全体人员、各级覆核人员、在报告上签字的人员、合夥人、董事、高级管理人员及主要负责人；
- (vi) persons providing services such as financial, legal, consulting and sponsorship to the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, including, but not limited to, all members of the project team, reviewers at all levels, persons signing on the report, partners, directors, senior management and key persons in charge, of the intermediary agencies providing the services;
- (七) 最近十二个月内曾经具有第(一)项至第(六)项所列举情形的人员；
- (vii) persons who fall into the categories set out in any of the situations as listed in items (i) to (vi) within the last twelve (12) months; and
- (八) 法律、行政法规、中国证监会规定、证券交易所业务规则¹和《公司章程》规定的不具备独立性的其他人员。
- (viii) other persons who are not independent as stipulated by laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed¹, and the Articles of Association.

前款第(四)项至第(六)项中的公司控股股东、实际控制人的附属企业，不包括与公司受同一国有资产管理机构控制且按照相关规定未与公司构成关联关系的企业。

The affiliated enterprises of the Company's controlling shareholder or actual controller as mentioned in items (iv) to (vi) of the preceding paragraph shall not include enterprises controlled by the same state-owned asset management institution as the Company and not considered related parties to the Company in accordance with relevant provisions.

独立董事应当每年对独立性情况进行自查，并将自查情况提交董事会。董事会应当每年对在任独立董事独立性情况进行评估并出具专项意见，与年度报告同时披露。

Independent directors shall conduct self-examination of their independence on an annual basis and submit the results thereof to the Board. The Board shall assess the independence of the incumbent independent directors on an annual basis and issue a special opinion, which shall be disclosed together with the annual report of the Company.

1. 具有新加坡证券交易所上市手册第210(5)(d)条所规定的情形的董事不具备独立性。具体情形如下：(i)在当前财年或过去任何三(3)个财年内，受雇于或曾受雇于公司或其任何相关公司的董事；(ii)有直系亲属在当前财年或过去任何三(3)个财年内，受雇于或曾受雇于公司或其任何相关公司，并且该等人士的薪酬由公司的薪酬委员会决定的董事；或(iii)累计担任公司董事超过九(9)年的董事(无论是在上市前还是上市后)。

A director who falls under the circumstance described in Rule 210(5)(d) of the Listing Manual of the Singapore Exchange Securities Trading Limited is not independent. The circumstance are as follows: (i) a director who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years; (ii) a director who has an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is or was determined by the Remuneration Committee of the Company; or (iii) a director who has been a director of the Company for an aggregate period of more than nine (9) years (whether before or after listing).

APPENDIX A

第七条 担任独立董事应当符合下列条件:

Article 7 To be eligible as an independent director of the Company, a person shall:

- (一) 根据法律、行政法规及其他有关规定，具备担任上市公司董事的资格；
(1) possess the qualifications for serving as a director of a listed company as stipulated by applicable laws, regulations, and other relevant provisions;
- (二) 符合本制度第六条规定的独立性要求；
(2) meet the independence requirements as stipulated in Article 6 of this System;
- (三) 具备上市公司运作的基本知识，熟悉相关法律法规和规则；
(3) possess basic knowledge of the operations of listed companies and be familiar with relevant laws, regulations, and rules;
- (四) 具有五年以上履行独立董事职责所必需的法律、会计或者经济等工作经历；
(4) have more than five (5) years of work experience in fields such as law, accounting or economics required for performing the duties of an independent director;
- (五) 具有良好的个人品德，不存在重大失信等不良记录；
(5) have good personal integrity, with no record of major dishonesty or other adverse records; and
- (六) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他条件。
(6) meet other conditions as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed, and the Articles of Association.

第八条 独立董事原则上最多在三家中国境内上市公司担任独立董事，并应当确保有足够的时间和精力有效地履行独立董事的职责。

Article 8 An independent director, in principle, may serve concurrently as independent director in no more than three (3) domestic listed companies within mainland China, and shall ensure that he/she has sufficient time and energy to effectively fulfill his/her duties as an independent director of the Company.

第九条 公司董事会、监事会、单独或者合计持有公司已发行股份百分之一以上的股东可以提出独立董事候选人，并经股东大会选举决定。

Article 9 The Board, the supervisory committee of the Company (the “**Supervisory Committee**”) and shareholders individually or jointly holding more than one per cent. (1%) of all issued shares of the Company have the right to nominate candidates for independent directors, and have them elected at the general meeting of the Company.

提名人不得提名与其存在利害关系的人员或者有其他可能影响独立履职情形的关系密切人员作为独立董事候选人。

The nominator(s) shall not nominate persons with whom they have an interest relationship or those who have other relationships that may affect the nominee’s ability to perform duties independently as candidates for independent directors.

APPENDIX A

第十条 独立董事的提名人在提名前应当征得被提名人的同意。提名人应当充分了解被提名人职业、学历、职称、详细的工作经历、全部兼职、有无重大失信等不良记录等情况，并对其符合独立性和担任独立董事的其他条件发表意见。被提名人应当就其符合独立性和担任独立董事的其他条件作出公开声明。

Article 10 The nominator(s) of an independent director shall, before such nomination, obtain the nominee's consent. The nominator(s) shall be familiar with the occupation, education, titles, detailed work experience, concurrent offices, whether there are any records of major dishonesty or other adverse records and other information of the nominee, and shall give an opinion on the nominee's satisfaction of independence and other conditions for acting as an independent director. The nominee shall make a public declaration regarding his/her compliance with the independence requirement and other conditions for serving as an independent director.

第十一条 提名委员会应当对被提名人任职资格进行审查，并形成明确的审查意见。

Article 11 The Nomination Committee shall review the qualifications of the nominee and form a clear review opinion.

公司在选举独立董事的股东大会召开前，应按照本制度第十条以及前款的规定披露相关内容，并将所有独立董事候选人的有关材料报送上海证券交易所，相关报送材料应当真实、准确、完整。

Before convening the general meeting for electing independent directors, the Company shall disclose relevant information in accordance with Article 10 of this System and the provisions of the preceding paragraph, and submit relevant materials relating to all candidates for independent directors to the Shanghai Stock Exchange. Such information submitted shall be true, accurate and complete.

证券交易所依照规定对独立董事候选人的有关材料进行审查，审慎判断独立董事候选人是否符合任职资格并有权提出异议。证券交易所提出异议的，公司不得提交股东大会选举。

The Shanghai Stock Exchange will review the materials of the candidates for independent directors according to applicable laws and regulations, make a prudent judgement on whether the candidates qualify for the position, and has the right to raise an objection. Where the Shanghai Stock Exchange raises objections to such candidate, the Company shall not submit the candidate for election at the general meeting of the Company.

第十二条 公司股东大会选举两名以上独立董事应当实行累积投票制。中小股东表决情况应当单独计票并披露。

Article 12 The cumulative voting system shall be carried out when electing two (2) or more independent directors at the general meeting of the Company. The votes cast by the minority shareholders shall be counted separately and disclosed.

第十三条 独立董事每届任期与公司其他董事任期相同，任期届满，可以连选连任，但是连续任职不得超过六年。

Article 13 The term of office of an independent director shall be the same as that of the other directors of the company. Upon the expiration of the term of office, independent directors may be re-elected, provided that the consecutive term of office shall not exceed six (6) years.

APPENDIX A

第十四条 独立董事任期届满前，公司可以依照法定程序解除其职务。提前解除独立董事职务的，公司应当及时披露具体理由和依据。独立董事有异议的，公司应当及时予以披露。

Article 14 An independent director may be removed by the Company in accordance with procedures as provided in applicable laws, regulations and rules prior to the expiry of his/her term of office. In such a case, the Company shall make a timely disclosure of the specific reasons and basis for the removal. The Company shall disclose the objection of independent director (if any) in a timely manner.

独立董事不符合本制度第七条第(一)项或者第(二)项规定的，应当立即停止履职并辞去职务。未提出辞职的，董事会知悉或者应当知悉该事实发生后应当立即按规定解除其职务。

Where an independent director does not meet the conditions specified in items (1) or (2) of Article 7 of this System, he/she shall immediately cease to perform his/her duties and resign from his/her position. If such resignation is not tendered, the Board shall remove such independent director from office in accordance with applicable laws, regulations and rules immediately upon becoming aware or should have been aware of the occurrence of such fact.

独立董事因触及前款规定情形提出辞职或者被解除职务导致董事会或者其专门委员会中独立董事所占的比例不符合本制度或者《公司章程》的规定，或者独立董事中欠缺会计专业人士的，公司应当自前述事实发生之日起六十日内完成补选。

Where the resignation or removal of an independent director due to the circumstance stipulated in the preceding paragraph results in the proportion of independent directors on the Board or its special committees not meeting the requirements of applicable laws, regulations and rules, or the Articles of Association, or if there is a lack of an accounting professional among the independent directors, the Company shall complete a by-election within sixty (60) days from the date of occurrence of the aforementioned facts.

第十五条 独立董事在任期届满前可以提出辞职。独立董事辞职应向董事会提交书面辞职报告，对任何与其辞职有关或其认为有必要引起公司股东和债权人注意的情况进行说明。公司应当对独立董事辞职的原因及关注事项予以披露。

Article 15 An independent director may resign from his/her office before the expiration of his/her tenure by submitting a written notice of resignation to the Board, and shall provide information in relation to the resignation and any other information that he/she considers should be brought to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of an independent director and matters of concern.

独立董事辞职将导致董事会或者其专门委员会中独立董事所占的比例不符合本制度或者《公司章程》的规定，或者独立董事中欠缺会计专业人士的，拟辞职的独立董事应当继续履行职务至新任独立董事产生之日。公司应当自独立董事提出辞职之日起六十日内完成补选。

If the resignation of an independent director will result in the proportion of independent directors on the Board or its special committees not meeting the requirements of applicable laws, regulations and rules, or the Articles of Association, or if there is a lack of an accounting professional among the independent directors, the independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete a by-election within sixty (60) days from the date on which the independent director tenders his/her resignation.

APPENDIX A

第三章 职责与履职方式

CHAPTER 3 ROLES OF INDEPENDENT DIRECTORS AND PERFORMANCE OF DUTIES

第十六条 独立董事履行下列职责：

Article 16 Independent directors shall fulfil the following duties:

- (一) 参与董事会决策并对所议事项发表明确意见；
 - (i) participating in the decisions of the Board and expressing clear opinions on the matters discussed;
- (二) 对本制度第二十二条、第二十五条、第二十六条和第二十七条所列公司与控股股东、实际控制人、董事、高级管理人员之间的潜在重大利益冲突事项进行监督，促使董事会决策符合公司整体利益，保护中小股东合法权益；
 - (ii) supervising the matters relating to potential significant conflict of interests between the Company and its controlling shareholders, actual controllers, directors and senior management personnel as listed in Articles 22, 25, 26 and 27 of this System, so as to ensure that the decision of the Board align with the overall interests of the Company, and to protect the legitimate rights and interests of the minority shareholders of the Company;
- (三) 对公司经营发展提供专业、客观的建议，促进提升董事会决策水平；
 - (iii) providing professional and objective suggestions on the operation and development of the Company, thereby facilitating the improvement of the standard of the decision-making of the Board; and
- (四) 法律、行政法规、中国证监会规定和《公司章程》规定的其他职责。
 - (iv) other duties as stipulated by applicable laws, regulations, the provisions of CSRC, and the Articles of Association.

第十七条 独立董事行使下列特别职权：

Article 17 Independent Directors shall have the following specific powers and functions:

- (一) 独立聘请中介机构，对公司具体事项进行审计、谘询或者核查；
 - (1) to independently engage intermediary agencies to conduct audits, consultations or verifications on specific matters of the Company;
- (二) 向董事会提请召开临时股东大会；
 - (2) to propose to the Board to convene extraordinary general meetings of the Company;
- (三) 提议召开董事会会议；
 - (3) to propose to convene a meeting of the Board;
- (四) 依法公开向股东征集股东权利；
 - (4) to publicly solicit proxies from shareholders before a general meeting of the Company is convened in accordance with applicable laws;
- (五) 对可能损害公司或者中小股东权益的事项发表独立意见；
 - (5) to express independent opinions on matters that may prejudice the interests of the Company or its minority shareholders; and

APPENDIX A

(六) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他职权。

(6) other powers and functions as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and the Articles of Association.

独立董事行使前款第(一)项至第(三)项所列职权的，应当经全体独立董事过半数同意。

The exercise of the powers and functions listed in items (1) to (3) of the preceding paragraph by independent directors shall be approved by a majority of all independent directors.

独立董事行使第一款所列职权的，公司应当及时披露。上述职权不能正常行使的，公司应当披露具体情况和理由。

When independent directors exercise the powers and functions listed in the first paragraph of this Article, the Company shall disclose the same in a timely manner. If the aforesaid powers and functions cannot be exercised normally, the Company shall disclose the details and reasons.

第十八条 董事会会议召开前，独立董事可以与董事会秘书进行沟通，就拟审议事项进行询问、要求补充材料、提出意见建议等。董事会及相关人员应当对独立董事提出的问题、要求和意见认真研究，及时向独立董事反馈议案修改等落实情况。

Article 18 Before the convening of a Board meeting, independent directors may communicate with the Secretary to the Board to make enquiries, request for supplementary materials, and put forward opinions and suggestions on the matters to be considered. The Board and other relevant personnel shall carefully study the questions, requests and opinions given by independent directors, and provide timely feedback to independent directors on the revision of the motions.

第十九条 独立董事应当亲自出席董事会会议。因故不能亲自出席会议的，独立董事应当事先审阅会议材料，形成明确的意见，并书面委托其他独立董事代为出席。

Article 19 Independent directors shall attend Board meetings in person. If any independent director is unable to attend the meetings in person due to valid reasons, such independent director shall review the materials of the meetings in advance, form a clear opinion and authorise in writing another independent director to attend on his/her behalf.

独立董事连续两次未能亲自出席董事会会议，也不委托其他独立董事代为出席的，董事会应当在该事实发生之日起三十日内提议召开股东大会解除该独立董事职务。

Where an independent director fails to attend Board meetings in person for two (2) consecutive times without authorising another independent director to attend on his/her behalf, the Board shall, within thirty (30) days from the date of the occurrence of such fact, propose to convene a general meeting of the Company to remove him/her from his/her position as an independent director.

第二十条 独立董事对董事会议案投反对票或者弃权票的，应当说明具体理由及依据、议案所涉事项的合法合规性、可能存在的风险以及对公司和中小股东权益的影响等。公司在披露董事会决议时，应当同时披露独立董事的异议意见，并在董事会决议和会议记录中载明。

Article 20 Independent directors who vote against or abstain from voting on resolutions of the Board shall explain the specific reasons and basis, the legal compliance of the matters involved in the resolutions, potential risks, and the impact on the rights and interests of the Company and its minority shareholders. While disclosing the resolutions of the Board, the Company shall also disclose the dissenting opinions of the independent directors, and state the same in the resolutions of the Board and the meeting minutes.

APPENDIX A

第二十一条 独立董事应当持续关注本制度第二十二条、第二十五条、第二十六条和第二十七条所列事项相关的董事会决议执行情况，发现存在违反法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定，或者违反股东大会和董事会决议等情形的，应当及时向董事会报告，并可以要求公司作出书面说明。涉及披露事项的，公司应当及时披露。

Article 21 Independent directors shall continuously pay attention to the implementation of the resolutions of the Board relating to the matters listed in Articles 22, 25, 26 and 27 of this System. If there are violations of laws, regulations, the provisions of the CSRC, the rules of the stock exchange(s) where the Company is listed, and the Articles of Association, or violation of resolutions of the general meeting of the Company and/or the Board, independent directors shall report to the Board in a timely manner, and may require the Company to make a written explanation. In case of the matters subject to disclosure requirements, the Company shall make timely disclosure.

公司未按前款规定作出说明或者及时披露的，独立董事可以向中国证监会和证券交易所报告。

If the Company fails to give an explanation or make a timely disclosure in accordance with the preceding paragraph, independent directors may report to the CSRC and the stock exchange(s) where the Company is listed.

第二十二条 下列事项应当经公司全体独立董事过半数同意后，提交董事会审议：

Article 22 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent directors:

(一) 应当披露的关联交易；

(1) interested person transactions/related party transactions that shall be disclosed;

(二) 公司及相关方变更或者豁免承诺的方案；

(2) proposals for change or waive undertakings by the Company and its related parties;

(三) 公司董事会针对被收购所作出的决策及采取的措施；

(3) decisions made and measures taken by the Board regarding the acquisition of the Company; and

(四) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他事项。

(4) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and the Articles of Association.

第二十三条 公司应当定期或者不定期召开全部由独立董事参加的会议(以下简称独立董事专门会议)。本制度第十七条第一款第(一)项至第(三)项、第二十二条所列事项，应当经独立董事专门会议审议。独立董事专门会议可以根据需要研究讨论公司其他事项。

Article 23 The Company shall regularly or irregularly hold meetings exclusively attended by independent directors (the “**Special Meetings of Independent Directors**”). The matters listed in items (1) to (3) of the first paragraph of Article 17, and Article 22 of this System shall be considered at the Special Meetings of Independent Directors. The Special Meetings of Independent Directors may also discuss other matters of the Company as needed.

独立董事专门会议应当由过半数独立董事共同推举一名独立董事召集和主持；召集人不履职或者不能履职时，两名及以上独立董事可以自行召集并推举一名代表主持。

The Special Meetings of Independent Directors shall be convened and chaired by an independent director jointly elected by more than half of the independent directors; if the convenor fails or is unable to perform his/her duties, two (2) or more independent directors may convene the meeting themselves and elect a representative to chair the meeting.

APPENDIX A

公司应当为独立董事专门会议的召开提供便利和支持。

The Company shall provide convenience and support for the convening of the Special Meetings of Independent Directors.

第二十四条 独立董事在公司董事会专门委员会中应当依照法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》履行职责。独立董事应当亲自出席专门委员会会议，因故不能亲自出席会议的，应当事先审阅会议材料，形成明确的意见，并书面委托其他独立董事代为出席。独立董事履职中关注到专门委员会职责范围内的公司重大事项，可以依照程序及时提请专门委员会进行讨论和审议。

Article 24 Independent directors shall perform their duties in the special committees under the Board in accordance with applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed, and the Articles of Association. Independent directors shall attend the meetings of special committees in person. If any independent director is unable to attend the meetings in person due to valid reasons, such independent director shall review the materials of the meetings in advance, form a clear opinion and authorise in writing another independent director to attend on his/her behalf. Where, in the course of performing their duties, independent directors notice significant matters of the Company that fall within the scope of a special committee's authority, they may submit such matters to the special committee for discussion and consideration in accordance with applicable procedures in a timely manner.

第二十五条 公司董事会审计委员会负责审核公司财务信息及其披露、监督及评估内外部审计工作和内部控制，下列事项应当经审计委员会全体成员过半数同意后，提交董事会审议：

Article 25 The Audit Committee is responsible for reviewing the Company's financial information and the disclosure thereof, supervising and evaluating internal and external audit work, and internal control. The following matters shall be submitted to the Board for consideration after being approved by a majority of all members of the Audit Committee:

- (一) 披露财务会计报告及定期报告中的财务信息、内部控制评价报告；
(1) disclosure of the financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;
- (二) 聘用或者解聘承办公司审计业务的会计师事务所；
(2) appointment or dismissal of the accounting firm(s) which undertake the Company's audit work;
- (三) 聘任或者解聘公司财务负责人；
(3) appointment or dismissal of the Company's chief financial officer (or its equivalent);
- (四) 因会计准则变更以外的原因作出会计政策、会计估计变更或者重大会计差错更正；
(4) amendment of accounting policies or estimates, or correction of significant accounting errors, for reasons other than changes in accounting standards; and
- (五) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他事项。
(5) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and the Articles of Association.

审计委员会每季度至少召开一次会议，两名及以上成员提议，或者召集人认为有必要时，可以召开临时会议。审计委员会会议须有三分之二以上成员出席方可举行。

The Audit Committee shall convene at least one (1) meeting every quarter. An interim meeting may be convened upon the proposal of two (2) or more members or if the convenor deems it necessary. An Audit Committee meeting shall be convened only when more than two-thirds of its members are present.

APPENDIX A

第二十六条 公司董事会提名委员会负责拟定董事、高级管理人员的选择标准和程序，对董事、高级管理人员人选及其任职资格进行遴选、审核，并就下列事项向董事会提出建议：

Article 26 The Nomination Committee is responsible for formulating the criteria and procedures for selection of directors and senior management personnel, selecting and examining the candidates for directors and senior management personnel and their qualifications, and making recommendations to the Board on the following matters:

- (一) 提名或者任免董事；
(1) nomination, appointment and/or removal of directors;
- (二) 聘任或者解聘高级管理人员；
(2) appointment and/or dismissal of senior management personnel; and
- (三) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他事项。
(3) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and the Articles of Association.

董事会对提名委员会的建议未采纳或者未完全采纳的，应当在董事会决议中记载提名委员会的意见及未采纳的具体理由，并进行披露。

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting the same in the Board resolution and disclose this information.

第二十七条 公司董事会薪酬与考核委员会负责制定董事、高级管理人员的考核标准并进行考核，制定、审查董事、高级管理人员的薪酬政策与方案，并就下列事项向董事会提出建议：

Article 27 The Remuneration Committee is responsible for formulating assessment criteria of directors and senior management personnel and conducting evaluations, formulating and reviewing remuneration policies and plans of directors and senior management personnel, and making recommendations to the Board on the following matters:

- (一) 董事、高级管理人员的薪酬；
(1) remuneration of directors and senior management personnel;
- (二) 制定或者变更股权激励计划、员工持股计划，激励对象获授权益、行使权益条件成就；
(2) formulating, or making amendments to, share incentive plans, employee share option or share scheme, the conditions for incentive recipients to acquire and exercise rights;
- (三) 董事、高级管理人员在拟分拆所属子公司安排持股计划；
(3) arrangements relating to shareholding plan by directors and senior management personnel in subsidiaries that are proposed to be spun off; and
- (四) 法律、行政法规、中国证监会规定、证券交易所业务规则和《公司章程》规定的其他事项。
(4) other matters as stipulated by applicable laws, regulations, provisions of the CSRC, rules of the stock exchange(s) where the Company is listed and the Articles of Association.

董事会对薪酬与考核委员会的建议未采纳或者未完全采纳的，应当在董事会决议中记载薪酬与考核委员会的意见及未采纳的具体理由，并进行披露。

Where the Board does not adopt or fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for not adopting the same in the Board resolution and disclose this information.

APPENDIX A

第二十八条 独立董事每年在公司的现场工作时间应当不少于十五日。

Article 28 Independent directors shall spend not less than fifteen (15) days a year on-site at the Company.

除按规定出席股东大会、董事会及其专门委员会、独立董事专门会议外，独立董事可以通过定期获取公司运营情况等资料、听取管理层汇报、与内部审计机构负责人和承办公司审计业务的会计师事务所等中介机构沟通、实地考察、与中小股东沟通等多种方式履行职责。

In addition to attending general meetings, meetings of the Board and its special committees, as well as the Special Meetings of Independent Directors in accordance with relevant provisions, independent directors may perform their duties by various means, such as obtaining information on the Company's operations on a regular basis, receiving reports from management, communicating with the person in charge of the internal audit department and the accounting firm undertaking the Company's auditing business, conducting site visits, and communicating with the minority shareholders of the Company.

第二十九条 公司董事会及其专门委员会、独立董事专门会议应当按规定制作会议记录，独立董事的意见应当在会议记录中载明。独立董事应当对会议记录签字确认。

Article 29 Minutes of meetings of the Board and its special committees, as well as the Special Meetings of Independent Directors shall be prepared in accordance with relevant provisions, and the opinions of independent directors shall be set out in the minutes of the meetings. Independent directors shall sign to confirm the minutes of the meetings.

独立董事应当制作工作记录，详细记录履行职责的情况。独立董事履行职责过程中获取的资料、相关会议记录、与公司及中介机构工作人员的通讯记录等，构成工作记录的组成部分。对于工作记录中的重要内容，独立董事可以要求董事会秘书等相关人员签字确认，公司及相关人员应当予以配合。

Independent directors shall prepare work records to record in detail the performance of their duties. Information obtained by independent directors in the course of performing their duties, minutes of relevant meetings, records of communications with staff of the Company and intermediaries, etc. shall form an integral part of the work records. With respect to the important contents of the work records, independent directors may request the Secretary to the Board and other relevant personnel to sign to confirm the same, and the Company and the relevant personnel shall cooperate with such request.

独立董事工作记录及公司向独立董事提供的资料，至少保存十年。

The work records of independent directors and the information provided by the Company to independent directors shall be kept for at least ten (10) years.

第三十条 公司健全独立董事与中小股东的沟通机制，独立董事可以就投资者提出的问题及时向公司核实。

Article 30 The Company shall improve the communication mechanism between independent directors and the minority shareholders of the Company, and independent directors may verify the issues raised by investors with the Company in a timely manner.

第三十一条 独立董事应当向公司年度股东大会提交年度述职报告，对其履行职责的情况进行说明。年度述职报告应当包括下列内容：

Article 31 Independent directors shall submit an annual duty report to the annual general meeting of the Company to explain their fulfilment of duties. The annual duty report shall include the following contents:

(一) 出席董事会次数、方式及投票情况，出席股东大会次数；

(1) the number and manner of attendance in the Board meetings and the votes thereof, as well as the number of attendance in general meetings;

APPENDIX A

- (二) 参与董事会专门委员会、独立董事专门会议工作情况；
- (2) participation in meetings of the special committees of the Board and the Special Meetings of Independent Directors;
- (三) 对本制度第二十二条、第二十五条、第二十六条和第二十七所列事项进行审议和行使本制度第十七条第一款所列独立董事特别职权的情况；
- (3) deliberations on the matters listed in Articles 22, 25, 26 and 27 of this System, exercise of the special powers and functions of independent directors listed in the first paragraph of Article 17 of this System;
- (四) 与内部审计机构及承办公司审计业务的会计师事务所就公司财务、业务状况进行沟通的重大事项、方式及结果等情况；
- (4) the significant matters, manners and results of communications with the internal audit department and the accounting firm undertaking the Company's auditing business in respect of the Company's financial and business conditions;
- (五) 与中小股东的沟通交流情况；
- (5) communications with the minority shareholders of the Company;
- (六) 在上市公司现场工作的时间、内容等情况；
- (6) the time and content of on-site work at the Company; and
- (七) 履行职责的其他情况。
- (7) other information relating to the performance of duties.

独立董事年度述职报告最迟应当在公司发出年度股东大会通知时披露。

The annual duty report of independent directors shall be disclosed no later than the time when the Company issues the notice of the annual general meeting.

第三十二条 独立董事应当持续加强证券法律法规及规则的学习，不断提高履职能力。独立董事应当按照中国证监会的要求和证券交易所业务规则，参加中国证监会、证券交易所及其授权机构所组织的培训。

Article 32 Independent directors shall continuously enhance their knowledge of securities laws, regulations and rules, and continuously improve their ability to perform their duties. Independent directors shall, pursuant to the requirements of the CSRC and rules of the stock exchange(s) where the Company is listed, participate in training organised by the CSRC, the stock exchange(s) where the Company is listed, and their respective authorised organisations.

第四章 履职保障

CHAPTER 4 SAFEGUARD OF THE PERFORMANCE OF DUTIES BY INDEPENDENT DIRECTORS

第三十三条 公司应当为独立董事履行职责提供必要的工作条件和人员支持。董事会办公室、董事会秘书协助独立董事履行职责。

Article 33 The Company shall provide necessary working conditions and personnel support for independent directors to perform their duties, and designate the Board office and the Secretary to the Board to assist independent directors in performing their duties.

董事会秘书应当确保独立董事与其他董事、高级管理人员及其他相关人员之间的信息畅通，确保独立董事履行职责时能够获得足够的资源和必要的专业意见。

The Secretary to the Board shall ensure the unimpeded flow of information between independent directors and other directors, senior management personnel and other relevant personnel, and ensure that independent directors have access to adequate resources and necessary professional opinions when performing their duties.

APPENDIX A

第三十四条 公司保证独立董事享有与其他董事同等的知情权。为保证独立董事有效行使职权，公司应当向独立董事定期通报公司运营情况，提供资料，组织或者配合独立董事开展实地考察等工作。

Article 34 The Company shall ensure that independent directors shall enjoy equal right to information as other directors. In order to ensure the effective performance of their responsibilities by independent directors, the Company shall regularly inform independent directors of the Company's operations, provide information, organise or assist independent directors in conducting site visits and other work.

公司可以在董事会审议重大复杂事项前，组织独立董事参与研究论证等环节，充分听取独立董事意见，并及时向独立董事反馈意见采纳情况。

Before the Board considers significant and complicated matters, the Company may organise independent directors to participate in the research and discussion sessions, so as to fully listen to the opinions of independent directors, and promptly provide feedback to independent directors on the adoption of their opinions.

第三十五条 公司按照《公司章程》规定向独立董事发出董事会会议通知，提供相关会议资料，并为独立董事提供有效沟通渠道；董事会专门委员会召开会议时，公司原则上不迟于专门委员会会议召开前三日提供相关资料和信息。公司保存上述会议资料至少十年。

Article 35 The Company shall give notices of Board meetings to independent directors, provide relevant meeting materials, and offer effective communication channels for independent directors, in accordance with the Articles of Association; when a special committee of the Board convenes a meeting, the Company shall, in principle, provide relevant materials and information no later than three (3) days before such committee meeting. The Company shall keep the aforementioned meeting materials for at least ten (10) years.

两名及以上独立董事认为会议材料不完整、论证不充分或者提供不及时的，可以书面向董事会提出延期召开会议或者延期审议该事项，董事会应当予以采纳。

If two (2) or more independent directors consider that the meeting materials are incomplete, insufficient or not timely provided, they may submit written proposal to the Board to postpone the meeting or delay the deliberation of such matter, and the Board shall adopt such request.

董事会及专门委员会会议以现场召开为原则。在保证全体参会董事能够充分沟通并表达意见的前提下，必要时可以依照程序采用视频、电话或者其他方式召开。

Meetings of the Board and its special committees shall, in principle, be held on-site in a physical format. If necessary, the aforesaid meetings may be held by video, telephone or other means in accordance with the relevant procedure, provided that all the participating directors can fully communicate and express their opinions.

第三十六条 独立董事行使职权的，公司董事、高级管理人员等相关人员应当予以配合，不得拒绝、阻碍或者隐瞒相关信息，不得干预其独立行使职权。

Article 36 The relevant personnel such as directors and senior management of the Company shall provide full cooperation to independent directors when independent directors exercise their duties and shall not refuse, obstruct, or conceal relevant information, nor interfere with independent directors' exercise of their authority independently.

APPENDIX A

独立董事依法行使职权遭遇阻碍的，可以向董事会说明情况，要求董事、高级管理人员等相关人员予以配合，并将受到阻碍的具体情形和解决状况记入工作记录，仍不能消除阻碍的，可以向中国证监会和证券交易所报告。

If independent directors encounter obstacles while lawfully exercising their powers and functions, they may explain the situation to the Board, request cooperation from directors, senior management, and other relevant personnel, and record the specific circumstances of the obstruction and the resolution of the situation in their work records; if the obstacles still cannot be eliminated, they may report to the CSRC and the stock exchange(s) where the Company is listed.

独立董事履职事项涉及应披露信息的，公司应当及时办理披露事宜，公司不予披露的，独立董事可以直接申请披露，或者向中国证监会和证券交易所报告。

Where the performance of duties by independent director involves information that subject to disclosure requirements, the Company shall handle the disclosure matters in a timely manner; if the Company does not disclose such information, independent directors may directly apply for disclosure, or report to the CSRC and the stock exchange(s) where the Company is listed.

第三十七条 独立董事聘请专业机构及行使其他职权时所需的费用由公司承担。

Article 37 The expenses incurred by independent directors for engaging professional institutions and in performing other duties and functions shall be borne by the Company.

第三十八条 公司给予独立董事与其承担的职责相适应的津贴。津贴的标准由董事会制订方案，股东大会审议通过，并在公司年度报告中进行披露。

Article 38 The Company provides allowance to independent directors appropriate to their duties and responsibilities. The standard of allowance shall be proposed by the Board and approved by the shareholders in general meeting, and shall be disclosed in the annual report of the Company.

除上述津贴外，独立董事不得从公司及主要股东、实际控制人或者有利害关系的单位和人员取得其他利益。

Except for the aforesaid allowances, independent directors shall not receive any other benefits from the Company and its substantial shareholders, actual controllers or any entities and persons with interest or relations with the Company.

第三十九条 公司可以建立独立董事责任保险制度，降低独立董事正常履行职责可能引致的风险。

Article 39 The Company may establish a liability insurance system for independent directors to reduce the risks that independent directors may incur while normally performing their duties.

第五章 附则

CHAPTER 5 SUPPLEMENTARY PROVISIONS

第四十条 本制度下列用语的含义：

Article 40 In this System, the following terms shall have the following meanings:

- (一) 主要股东，是指持有公司百分之五以上股份，或者持有股份不足百分之五但对公司有重大影响的股东；
- (1) **“substantial shareholders”** means a shareholder who holds more than five per cent. (5%) of the Company’s shares, or who holds less than five per cent. (5%) of the Company’s shares but exercises significant influence over the Company;

APPENDIX A

- (二) 中小股东，是指单独或者合计持有公司股份未达到百分之五，且不担任公司董事、监事和高级管理人员的股东；
- (2) “**minority shareholders**” means shareholders who, individually or collectively, hold less than five per cent. (5%) of the Company’s shares and who are not directors, supervisors or senior management personnel of the Company;
- (三) 附属企业，是指受相关主体直接或者间接控制的企业；
- (3) “**affiliated enterprises**” means those enterprises directly or indirectly controlled by the relevant entities; and
- (四) 主要社会关系，是指兄弟姐妹、兄弟姐妹的配偶、配偶的父母、配偶的兄弟姐妹、子女的配偶、子女配偶的父母等；
- (4) “**main social relations**” means siblings, siblings’ spouses, spouses’ parents, spouses’ siblings, children’s spouses, parents of children’ spouses, etc..

第四十一条 本制度未尽事宜，公司应当依照有关法律、法规、规范性文件（包括证监会规定和证券交易所业务规则）和《公司章程》的规定执行。

Article 41 Any matter not covered in this System shall be implemented by the Company in accordance with applicable laws, regulations, regulatory documents (including the provisions of the CSRC and rules of the stock exchange(s) where the Company is listed) and the Articles of Association.

第四十二条 本制度的制定、修订经公司股东大会审议通过之日起生效。

Article 42 This System shall come into effect upon consideration and approval by shareholders at the general meeting of the Company, and any amendments to this System shall be submitted to the general meeting of the Company for consideration and approval.

第四十三条 本制度由公司董事会负责解释。

Article 43 This System shall be interpreted by the Board.