THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hangzhou Diagens Biotechnology Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hangzhou Diagens Biotechnology Co., Ltd.
杭州德適生物科技股份有限公司

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

(Stock Code: 2526)

(1) 2025 ANNUAL REPORT
(2) 2025 PROFIT DISTRIBUTION PLAN
(3) 2025 ANNUAL FINANCIAL REPORT
(4) 2026 FINANCIAL BUDGET REPORT
(5) RE-APPOINTMENT OF AUDITOR FOR 2026
(6) GRANT OF THE GENERAL MANDATE TO ISSUE NEW SHARES
(7) GRANT OF THE GENERAL MANDATE TO REPURCHASE H SHARES
(8) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(9) 2026 REMUNERATION PACKAGE OF DIRECTORS
(10) CONFIRMATION OF THE INDEPENDENT DIRECTORS OF THE COMPANY
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

The Company will be conducting the 2025 Annual General Meeting by way of a hybrid meeting. The AGM will be held at Conference Room 1, 9th Floor, Building A, No. 609, Hongfeng Road, Linping District, Hangzhou, Zhejiang, PRC on Friday, June 26, 2026 at 2:00 p.m., with online access through an online platform at http://meetings.computershare.com/Diagens_AGM2025, the notice of which is set out on pages AGM-1 to AGM-3 of this circular. The proxy form for use at the AGM is enclosed herein, which was also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.diagens.com).

If you intend to attend the AGM by proxy, you are required to duly complete the accompanying form of proxy according to the instructions printed thereon and return the same not less than 24 hours before the time fixed for the holding of the AGM (i.e. before 2:00 p.m. on Thursday, June 25, 2026) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

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

June 4, 2026

Page

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

"AGM" or "2025 Annual General Meeting"	the 2025 annual general meeting of the Company to be held by way of a hybrid meeting on Friday, June 26, 2026 at 2:00 p.m. at Conference Room 1, 9th Floor, Building A, No. 609, Hongfeng Road, Linping District, Hangzhou, Zhejiang, PRC, with online access through an online platform at http://meetings.computershare.com/Diagens_AGM2025 to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages AGM-1 to AGM-3 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (stock code: 2526)
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"H Share(s)" or "Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
"H Shareholder(s)" or "Shareholder(s)"	the holder(s) of the H Shares

"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general mandate proposed to be granted to the Board to allot, issue or otherwise deal with additional Shares and/or to sell or transfer treasury shares of not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the resolution, and make corresponding amendments to the Articles of Association as and when deemed appropriate, as further detailed in the paragraph headed "(6) Grant of the General Mandate to Issue New Shares" in the "Letter from the Board" of this circular
"Latest Practicable Date"	May 29, 2026, being the latest practicable date for ascertaining certain information prior to the printing of this circular
"Listing Date"	March 30, 2026, the date on which the H Shares were initially listed on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"PRC" or "China"	the People's Republic of China (which for the purpose of this circular and for geographical reference only and except where the context otherwise requires, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
"PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》) , as amended, supplemented or otherwise modified from time to time
"Repurchase Mandate"	the general mandate proposed to be granted to the Board to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of the passing of the resolution proposed at the AGM, as further detailed in the paragraph headed "(7) Grant of the General Mandate to Repurchase H Shares" in the "Letter from the Board" of this circular

"RMB"	Renminbi, the lawful currency of the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

Hangzhou Diagens Biotechnology Co., Ltd.
杭州德適生物科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2526)

Executive Directors:
Dr. SONG Ning *(Chairman)*
Mr. WENG Chih-Hsin (alias Robin WENG)

Non-executive Directors:
Dr. XU Chen
Dr. WU Lingqian
Mr. YANG Zehao

Independent Non-executive Directors:
Mr. CHA Yang (alias Stanley CHA)
Ms. ZHANG Jing
Mr. WANG Kaifeng

Registered Office, Headquarters and Principal Place of Business in the PRC:
Room 101, Building 1
No. 609 Hongfeng Road
Donghu Sub-district, Linping District
Hangzhou, Zhejiang
PRC

Principal Place of Business in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

June 4, 2026

To the Shareholders

Dear Sir or Madam,

(1) 2025 ANNUAL REPORT
(2) 2025 PROFIT DISTRIBUTION PLAN
(3) 2025 ANNUAL FINANCIAL REPORT
(4) 2026 FINANCIAL BUDGET REPORT
(5) RE-APPOINTMENT OF AUDITOR FOR 2026
(6) GRANT OF THE GENERAL MANDATE TO ISSUE NEW SHARES
(7) GRANT OF THE GENERAL MANDATE TO REPURCHASE H SHARES
(8) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(9) 2026 REMUNERATION PACKAGE OF DIRECTORS
(10) CONFIRMATION OF THE INDEPENDENT DIRECTORS OF THE COMPANY
AND
NOTICE OF THE 2025 ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary of relevant resolutions to be considered at the AGM, so as to enable you to make an informed decision on whether to vote for or against such resolutions.

II. MATTERS TO BE RESOLVED AT THE AGM

Resolutions to be proposed at the AGM for the Shareholders' consideration and approval include, (1) the annual report of the Company for the year 2025 (the "**2025 Annual Report**"); (2) the profit distribution plan of the Company for the year 2025 (the "**2025 Profit Distribution Plan**"); (3) the annual financial report of the Company for the year 2025 (the "**2025 Annual Financial Report**"); (4) the financial budget report of the Company for the year 2026 (the "**2026 Financial Budget Report**"); (5) the re-appointment of auditor of the Company for 2026; (6) the grant of general mandate to the Board to issue new Shares and/or sell or transfer treasury shares; (7) the grant of general mandate to the Board to repurchase H Shares; (8) amendments to the Articles of Association; (9) the remuneration package of the Directors for the year 2026; and (10) confirmation of the independent Directors of the Company.

Details of the matters to be resolved at the AGM are set out in the notice of the AGM on pages AGM-1 to AGM-3 of this circular. To enable you to get a better understanding of the resolutions to be proposed at the AGM and make informed decisions with sufficient and necessary information, we have provided particulars thereon in this circular and the accompanying appendices.

(1) 2025 Annual Report

The 2025 Annual Report has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.diagens.com) on April 29, 2026. The 2025 Annual Report was considered and approved by the Board on April 29, 2026 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(2) 2025 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Profit Distribution Plan.

In accordance with the PRC Company Law and other relevant laws, regulations, normative documents, as well as the provisions of the Articles of Association, having considered the need of the Company's business development, the Board did not recommend the payment of final dividend for the year ended December 31, 2025.

(3) 2025 Annual Financial Report

Based on the operational status and financial position of the Company for the year 2025, and in conjunction with the 2025 Annual Financial Report and the standard audit report with unqualified opinions issued by Ernst & Young, a report on the final financial accounts for the year 2025 is hereby presented to the Board meeting as follows:

1. The operating revenue of the Company for the year ended December 31, 2025 was RMB164.4 million, representing an increase of 133.7% as compared with RMB70.4 million for 2024; and

2. The gross profit of the Company for the year ended December 31, 2025 was RMB118.1 million, representing an increase of 156.4% as compared with the gross profit of RMB46.1 million for 2024. The net loss for the year ended December 31, 2025 was RMB67.1 million, representing an increase in loss of 54.8% as compared with the net loss of RMB43.4 million for 2024.

The Board considers that the aforementioned overall growth in revenue for the financial year 2025 was primarily attributable to the substantial growth of the iMedImage® large model business and the significant increase in revenue from medical imaging software and medical devices.

The aforementioned widening of the overall loss during the financial year 2025 was mainly due to the listing expenses incurred and the increase in research and development investments.

The 2025 Annual Financial Report was considered and approved by the Board on April 29, 2026 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(4) 2026 Financial Budget Report

In accordance with the relevant provisions of the PRC Company Law and the Articles of Association, and based on the Company's 2026 operating plan and fund utilization arrangements, the 2026 financial budget is as follows:

I. Budget Preparation Instructions

The Company has prepared its 2026 financial budget based on industry developments, operating objectives, business plans, funding utilization arrangements, and the actual performance of the previous year.

II. Key Budget Targets

Expense budget: The total budgeted expenses for the Company in 2026 are approximately RMB347 million.

III. Special Notes

This budget represents the Company's internal management targets for its 2026 operating plan and does not constitute a forecast or commitment regarding the Company's 2026 operating performance. Achieving these budget targets is subject to uncertainty due to various factors, including the macroeconomic environment, industry development, market changes, regulatory policies, and the Company's operating conditions.

The 2026 Financial Budget Report was considered and approved by the Board on April 29, 2026, and is hereby proposed at the AGM as an ordinary resolution for consideration and approval.

(5) Re-appointment of Auditor for 2026

Based on Ernst & Young's professional competence and past performance, and upon review and approval by the Company's audit committee, it is proposed to continue to appoint Ernst & Young as the Company's auditor for 2026. The term of office will commence from the date of approval by the AGM until the conclusion of the next annual general meeting of the Company and authorize the Board to determine the specific matters, including but not limited to their remuneration, in relation to such re-appointment. The auditor's remuneration will be based on industry standards and the actual circumstances of the Company's audit work. The 2026 audit service fee will be determined based on factors such as the scope of the audit services, the Company's business scale, the industry in which it operates in, the complexity of accounting treatments, and the number of auditors and workload required for the audit. The estimated audit fee for 2026 is RMB1.68 million to RMB2.38 million.

The re-appointment of auditor of the Company for 2026 was considered and approved by the Board on April 29, 2026 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(6) Grant of the General Mandate to Issue New Shares

A special resolution will be proposed at the AGM to consider and approve the granting of the Issue Mandate to the Board to allot, issue or otherwise deal with additional Shares and/or to sell or transfer treasury shares of not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the resolution, and to authorize the Board to make corresponding amendments to the Articles of Association as it deems appropriate to reflect the capital structure of the Company as a result of the additional Shares allotted or issued under such mandate. The Board will exercise the power under the Issue Mandate in accordance with the PRC Company Law, other applicable laws and regulations of the PRC and the Listing Rules as amended from time to time and upon the necessary approval from the CSRC and other relevant authorities.

In addition, the Board will also be authorized under the Issue Mandate to approve, execute and do or procure to be approved, executed and done, all such documents, deeds and things as it may consider necessary in connection with the issuance, allotment of and dealing with such Shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the target of the issue and the place and time of the issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreements, and making all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities.

The Issue Mandate shall be effective from the date of the passing of the resolution at the AGM and shall expire on the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or (c) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

As at the Latest Practicable Date, the Company had 88,879,200 H Shares in issue (excluding treasury shares). Assuming that the number of Shares (excluding treasury shares) remains unchanged as at the date of the passing of the special resolution, the Company would be entitled to allot, issue or deal with and/or to sell or transfer in respect of treasury shares up to 17,775,840 H Shares.

The Directors wish to state that they have no immediate plan to issue any H Shares pursuant to the Issue Mandate. As at the Latest Practicable Date, the Company does not hold any treasury shares.

(7) Grant of the General Mandate to Repurchase H Shares

A special resolution will be proposed at the AGM to consider and approve the granting of the Repurchase Mandate to the Board to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of the passing of the resolution proposed at the AGM, and to authorize the Board to do all such deeds, acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares.

The Repurchase Mandate shall be effective from the date of the passing of the resolution at the AGM and shall expire on the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or (c) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

As at the Latest Practicable Date, the Company had 88,879,200 H Shares in issue (excluding treasury shares). Assuming that the number of Shares remains unchanged as at the date of the passing of the special resolution (excluding treasury shares), the Company would be entitled to repurchase up to 8,887,920 H Shares. An explanatory statement for the Repurchase Mandate is set out in **Appendix I** to this circular. The Directors wish to state that they have no immediate plans to repurchase any H Shares pursuant to the Repurchase Mandate. As at the Latest Practicable Date, the Company does not hold any treasury shares.

(8) Amendments to the Articles of Association

Reference is made to the announcement of the Company dated April 29, 2026 in relation to, among other things, the proposed amendments to the Articles of Association. The CSRC amended the Guidelines for Articles of Association of Listed Companies in March 2025. Meanwhile, the Company conducted its initial public offering and was listed on the Main Board of the Stock Exchange on March 30, 2026, having issued 7,999,200 overseas listed foreign ordinary shares with a nominal value of RMB1.00 per Share and converted all of its original unlisted shares into H Shares. Upon completion of the public offering, the share capital of the Company comprises 88,879,200 Shares, all of which are H Shares.

In view of the above, the Board proposes to amend the Articles of Association to, among other things, (i) reflect updates in regulatory requirements and changes in the share capital structure of the Company, so as to bring the Articles of Association in line with the latest applicable laws and regulations and further improve the corporate governance structure of the Company, and (ii) incorporate certain housekeeping amendments (the "**Proposed Amendments**").

Details of the Proposed Amendments, which were prepared in the Chinese language, are set out in **Appendix II** to this circular. In the event of any discrepancy between the Chinese and the English version of the Proposed Amendments, the Chinese version shall prevail. After the Proposed Amendments, the numbering of certain provisions of the original Articles of Association and cross-references shall be adjusted accordingly. Such consequential and housekeeping amendments are not individually marked in **Appendix II** to this circular. Save for the Proposed Amendments, the other provisions of the Articles of Association remain unchanged. The Proposed Amendments were considered and approved by the Board on April 29, 2026, and are hereby proposed at the AGM as a special resolution for consideration and approval. The Proposed Amendments shall come into effect upon the approval of the Shareholders at the AGM. The Board also proposes to authorize any Directors to handle the registration of the amendments to the Articles of Association and other related matters.

The Board is of the view that the Proposed Amendments will not compromise the protection of the H Shareholders and will not have a material impact on measures relating to shareholder protection.

The legal advisers to the Company as to Hong Kong laws and PRC laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not contravene the PRC laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

(9) 2026 Remuneration Package of Directors

The proposed remuneration package of the Directors for 2026 was considered by the remuneration committee of the Board and approved by the Board on April 29, 2026 as follows:

The remuneration of executive Directors who hold specific positions within the Company, comprising salaries and bonuses, shall be determined with reference to their respective duties and results of their annual performance evaluations.

Dr. Wu Lingqian and Dr. Xu Chen, being non-executive Directors, shall each receive an annual remuneration of RMB240,000 (before tax). Mr. Yang Zehao, a non-executive Director, will not receive annual remuneration. Each independent non-executive Director shall receive an annual remuneration of RMB120,000 (before tax).

Based on the principle of prudence, all Directors abstained from voting on the above proposed 2026 remuneration package of the Directors at the Board meeting held on April 29, 2026 which will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

(10) Confirmation of the Independent Directors of the Company

An ordinary resolution will be proposed at the AGM to consider and approve the confirmation of the independent Directors of the Company.

At the third extraordinary general meeting of 2025 held by the Company on June 25, 2025, the Resolution on the Election of Independent Non-executive Directors of the Company was considered and approved, pursuant to which Mr. Cha Yang (alias Stanley Cha), Ms. Zhang Jing and Mr. Wang Kaifeng were elected as independent Directors of the Company (equivalent to independent non-executive directors under the Listing Rules). Their appointments took effect from the date on which the H Shares of the Company are issued and listed on the Stock Exchange.

The Company conducted its initial public offering and was listed on the Main Board of the Stock Exchange on March 30, 2026. Accordingly, an ordinary resolution is now proposed at the AGM for consideration and approval by the Shareholders to confirm the appointments of Mr. Cha Yang (alias Stanley Cha), Ms. Zhang Jing and Mr. Wang Kaifeng with effect from March 30, 2026. The biographical details of the aforementioned independent directors are set out in the 2025 Annual Report in accordance with Rule 13.51(2) of the Listing Rules. As of the Latest Practicable Date, there have been no changes in such information.

III. THE AGM

The notice convening the AGM is set out on pages AGM-1 to AGM-3 of this circular. For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026 (both days inclusive). The record date for determining the eligibility of H Shareholders to attend and vote at the AGM is Tuesday, June 23, 2026. In order to qualify for the entitlement to attend and vote at the above AGM, H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration before 4:30 p.m. on Monday, June 22, 2026.

The proxy form for use at the AGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.diagens.com).

If you intend to attend the AGM by proxy, you are required to return the duly completed accompanying proxy form according to the instructions printed thereon. Shareholders who intend to attend the AGM by proxy are required to duly complete the proxy form and return the same to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable but in any event not less than 24 hours before the time appointed for holding the AGM (i.e. before 2:00 p.m. on Thursday, June 25, 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The chairman of the AGM shall therefore demand that voting on the resolutions set out in the notice of the AGM be taken by way of poll pursuant to the existing Articles of Association.

V. RESPONSIBILITY STATEMENT

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

VI. RECOMMENDATIONS

The Directors are of the opinion that, all the resolutions as set out in the notice of the AGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM.

VII. MISCELLANEOUS

Unless otherwise provided herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation. Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Hangzhou Diagens Biotechnology Co., Ltd.
Song Ning
Chairman and Executive Director

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

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 88,879,200 H Shares with a nominal value of RMB1.00 each in issue with no treasury shares.

Subject to the passing of the special resolution at the AGM granting the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 8,887,920 H Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders at a general meeting of the Company.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those H Shares were registered in its own name as treasury shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to seek a mandate from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on market conditions and the Company's funding arrangements at the time, enhance the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining, and any repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE OF H SHARES

The Company may only apply funds legally available for H Share repurchase in accordance with its Articles of Association, the Listing Rules, the laws of the PRC and any other applicable laws.

In accordance with the requirements of the PRC applicable laws or administrative regulations, the Company is entitled by its Articles of Association to repurchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended December 31, 2025, the Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2025, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. STATUS OF REPURCHASED H SHARES

The Company may cancel any H Shares it repurchased and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

5. MARKET PRICES OF H SHARES

During the period from March 30, 2026 (being the Listing Date) up to and including the Latest Practicable Date, the highest and lowest prices per H Share at which H Shares have traded on the Stock Exchange were as follows:

Month	**Highest**	**Lowest**
	HKD	*HKD*
2026		
March (*from the Listing Date*)	226.0	178.0
April	314.8	190.0
May *(up to and including the Latest Practicable Date)*	428.0	277.6

6. GENERAL INFORMATION

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

To the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders. The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase H Shares pursuant to the general mandate for the repurchase of H Shares, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in an obligation to make a mandatory offer for Shares in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Dr. Song Ning was able to exercise voting rights attached to 42,102,157 H Shares, representing approximately 47.37% of the voting rights in the Company through (i) his personal capacity as to 24,293,507 Shares, representing approximately 27.33% of the Company's total issued Shares, (ii) Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership) as to 7,614,901 Shares, representing approximately 8.57% of the Company's total issued Shares, (iii) Hangzhou Diagens Nuoda Technology Management Partnership Enterprise (Limited Partnership) as to 4,759,247 Shares, representing approximately 5.35% of the Company's total issued Shares, (iv) Hangzhou Deqian Technology Management Partnership Enterprise (Limited Partnership) as to 3,530,834 Shares, representing approximately 3.97% of the Company's total issued Shares, and (v) Hangzhou Diagens Nuoxin Investment Management Partnership Enterprise (Limited Partnership) as to 1,903,668 Shares, representing approximately 2.14% of the Company's total issued Shares. In the event that the Directors exercise in full the Repurchase Mandate, their interests will increase to approximately 52.63% of the total issued Shares and thus Dr. Song Ning would be obliged to make a mandatory general offer under Rule 26 of the Takeovers Code as a result of such increase. The Directors have no present intention to repurchase the H Shares to the extent that would trigger the obligations under the Takeovers Code for Dr. Song Ning to make a mandatory offer. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge and belief of the Board, the Directors are not aware of any consequence which may arise under the Takeovers Code or any similarly applicable laws as a consequence of any repurchase of H Shares under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date and up to the Latest Practicable Date, the Company had not repurchased any of its H Shares (whether on the Stock Exchange or otherwise).

Articles of Association before and after amendments

Before amendments	After amendments
Article 1 For the purposes of safeguarding the legitimate rights and interests of Hangzhou Diagens Biotechnology Co., Ltd. (the "Company"), its shareholders, employees and creditors and regulating the organization and conducts of the Company, the Articles of Association has been formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中 華人民共和國證券法》) (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant regulations and after taking into account the actual conditions of the Company.	**Article 1** For the purposes of safeguarding the legitimate rights and interests of Hangzhou Diagens Biotechnology Co., Ltd. (the "Company"), its shareholders, employees and creditors and regulating the organization and conducts of the Company, the Articles of Association has been formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中 華人民共和國證券法》) (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Administrative Measures"), the Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant regulations and after taking into account the actual conditions of the Company.
Article 2 The Company is a joint stock company with limited liability established in accordance with the Company Law and other relevant regulations. The Company was established by way of promotion. It was registered with the Hangzhou Market Supervision and Administration Bureau and obtained a business license (unified social credit code: 91330110MA27YM088B).	**Article 2** The Company is a joint stock company with limited liability established in accordance with the Company Law and other relevant regulations. The Company was established by way of promotion. It was registered with the Zhejiang ~~Hangzhou~~ Market Supervision and Administration Bureau and obtained a business license (unified social credit code: 91330110MA27YM088B).

Before amendments	After amendments
Article 8 The chairman of the Board of Directors (as a director executing the affairs of the Company) is the Company's legal representative. If a director who is the legal representative resigns, he/she is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall, within 30 days from the date of his/her resignation, appoint a new legal representative and register the change of the legal representative.	**Article 8** The director who represents the Company in executing affairs of the Company is the Company's legal representative, who shall be elected by the Board of Directors. The chairman of the Board of Directors shall be the ~~(as a~~ director who represents the Company in executing the affairs of the Company ~~is the Company's legal representative~~. If a director who is the legal representative resigns, he/she is deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall, within 30 days from the date of his/her resignation, appoint a new legal representative and register the change of the legal representative.
Article 10 All assets of the Company are divided into equal shares. The shareholders are responsible for the Company to the extent of their subscribed shares, and the Company is responsible for the Company's debts with all its assets.	**Article 10** ~~All assets of the Company are divided into equal shares.~~ The shareholders are responsible for the Company to the extent of their subscribed shares, and the Company is responsible for the Company's debts with all its assets.
Article 12 The senior management referred to in the Articles of Association refers to the Company's general manager, deputy general manager, chief financial officer, secretary to the Board of Directors, chief operating officer, chief marketing officer and other personnel as determined by the Board of Directors of the Company.	**Article 12** The senior management referred to in the Articles of Association refers to the Company's general manager (president for the Company), ~~senior vice president~~, deputy general manager (vice president for the Company), person in charge of finance (chief financial officer for the Company), secretary to the Board of Directors, chief operating officer, and chief marketing officer ~~and other personnel as determined by the Board of Directors of the Company~~.

Before amendments	After amendments
Article 15 As registered in accordance with law, the scope of business of the Company includes: General items: research and development of bio-chemical product technology; technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; sales of software; operation and maintenance services of information system; production of Class I medical devices; sales of Class II medical devices; sales of Class I medical devices; office equipment leasing services; import and export of technology; import and export of goods; sales of chemical products (excluding licensed chemical products); production of chemical products (excluding licensed chemical products); manufacturing of specialty chemical products (excluding hazardous chemicals); sales of specialty chemical products (excluding hazardous chemicals). (Except for items subject to approval in accordance with laws and regulations, such business activities shall be carried out with business licenses independently in accordance with laws and regulations) Licensed items: operation of Class III medical devices; production of Class II medical devices; production of Class III medical devices. (For items subject to approval in accordance with laws and regulations, business activities can only be carried out after obtaining the approval of relevant departments, and the specific business items shall be subject to approval documents or licenses of relevant departments.)	**Article 15** As registered in accordance with law, the scope of business of the Company includes: General items: research and development of bio-chemical product technology; technical services, technology development, technology consultation, technology exchange, technology transfer, technology promotion; sales of software; operation and maintenance services of information system; production of Class I medical devices; sales of Class II medical devices; sales of Class I medical devices; office equipment leasing services; import and export of technology; import and export of goods; sales of chemical products (excluding licensed chemical products); production of chemical products (excluding licensed chemical products); manufacturing of specialty chemical products (excluding hazardous chemicals); sales of specialty chemical products (excluding hazardous chemicals). (Except for items subject to approval in accordance with laws and regulations, such business activities shall be carried out with business licenses independently in accordance with laws and regulations). Licensed items: operation of Class III medical devices; production of Class II medical devices; production of Class III medical devices. (For items subject to approval in accordance with laws and regulations, business activities can only be carried out after obtaining the approval of relevant departments, and the specific business items shall be subject to results of approval ~~documents or licenses of relevant departments~~.)

Before amendments	After amendments
Article 17 The Company shall issue shares in an open, equitable and fair manner, and each share of the same class shall have the same rights. Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares issued at the same time subscribed by any entity or individual shall be paid for at the same price. Both the domestic unlisted shares and the overseas listed foreign shares issued by the Company shall enjoy the same rights in any distribution made in the form of dividends (including cash and in-kind distribution) or in other forms. There is no power to freeze or otherwise impair any rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interest to the Company.	**Article 17** The Company shall issue shares in an open, equitable and fair manner, and each share of the same class shall have the same rights. Shares of the same class issued at the same time shall be issued under the same condition and at the same price. Shares issued at the same time subscribed by the subscribers ~~any entity or individual~~ shall be paid for at the same price. ~~Both the domestic unlisted shares and~~ T~~t~~he overseas listed foreign shares issued by the Company shall enjoy the same rights in any distribution made in the form of dividends (including cash and in-kind distribution) or in other forms. There is no power to freeze or otherwise impair any rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interest to the Company.
Article 18 The shares issued by the Company shall be denominated in RMB with a nominal value of RMB1 per share.	**Article 18** The par value shares issued by the Company shall be denominated in RMB with a nominal value of RMB1 per share.

Before amendments	After amendments
Article 20 The Company was established as a joint stock company with limited liability through overall change of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限公司) in accordance with the law under relevant laws and regulations. The promoters of the Company are all the shareholders of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限公司) and the promoters contributed their net assets corresponding to the equity of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限 公司) held by each of them and established the Company by way of promotion. The Company's promoters, the number of shares subscribed for, the percentage of their shareholding and the methods of capital contribution are as follows:	**Article 20** The total number of shares issued by the Company upon its establishment by way of conversion into a joint stock company was 20,882,226 shares, and the amount per share of the par value shares was RMB1. Upon the establishment of the Company by way of conversion into a joint stock company, the promoters of the Company and the number of shares subscribed by them, the method of capital contribution and the time of capital contribution are as follows: ~~The Company was established as a joint stock company with limited liability through overall change of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生 物科技有限公司) in accordance with the law under relevant laws and regulations. The promoters of the Company are all the shareholders of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限公司) and the promoters contributed their net assets corresponding to the equity of the original Hangzhou Diagens Biotechnology Co., Ltd. (杭州德適生物科技有限 公司) held by each of them and established the Company by way of promotion. The Company's promoters, the number of shares subscribed for, the percentage of their shareholding and the methods of capital contribution are as follows:~~

No.	Name of promoter	Number of shares held (in ten thousand shares)	Percentage of shareholding	Method of capital contribution
1	Song Ning	642.2821	30.7573%	Net assets converting into shares
2	Hangzhou Zizhou Investment Management Limited Partnership (Limited Partnership)	124.1030	5.9430%	Net assets converting into shares
3	Hangzhou Zicheng Investment Management Limited Partnership (Limited Partnership)	67.1300	3.2147%	Net assets converting into shares

No.	Name of promoter	Number of shares subscribed ~~held~~ (in ten thousand shares)	Percentage of shareholding	Time of capital contribution
1	Song Ning	642.2821	Net assets converting into shares	7 May 2025
2	Hangzhou Zizhou Investment Management Limited Partnership (Limited Partnership)	124.1030	Net assets converting into shares	7 May 2025
3	Hangzhou Zicheng Investment Management Limited Partnership (Limited Partnership)	67.1300	Net assets converting into shares	7 May 2025

Before amendments					After amendments				
4	Hangzhou Zizheng Investment Management Limited partnership (Limited Partnership)	40.8970	1.9585%	Net assets converting into shares	**4**	Hangzhou Zizheng Investment Management Limited partnership (Limited Partnership)	40.8970	Net assets converting into shares	7 May 2025
5	Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership)	201.3260	9.6410%	Net assets converting into shares	**5**	Hangzhou Diagens Nuohui Investment Management Partnership Enterprise (Limited Partnership)	201.3260	Net assets converting into shares	7 May 2025
6	Hangzhou Diagens Nuoda Technology Management Partnership Enterprise (Limited Partnership)	125.8270	6.0255%	Net assets converting into shares	**6**	Hangzhou Diagens Nuoda Technology Management Partnership Enterprise (Limited Partnership)	125.8270	Net assets converting into shares	7 May 2025
7	Hangzhou Hetu No. 6 Private Equity Limited Partnership (Limited Partnership)	118.7589	5.6871%	Net assets converting into shares	**7**	Hangzhou Hetu No. 6 Private Equity Limited Partnership (Limited Partnership)	118.7589	Net assets converting into shares	7 May 2025
8	Hangzhou Deqian Technology Management Partnership Enterprise (Limited Partnership)	93.3497	4.4703%	Net assets converting into shares	**8**	Hangzhou Deqian Technology Management Partnership Enterprise (Limited Partnership)	93.3497	Net assets converting into shares	7 May 2025
9	Ningbo Jiayuan Venture Capital Limited Partnership (Limited Partnership)	92.5000	4.4296%	Net assets converting into shares	**9**	Ningbo Jiayuan Venture Capital Limited Partnership (Limited Partnership)	92.5000	Net assets converting into shares	7 May 2025
10	Guozhong Private Equity Investment Fund (Xi'an) Limited Partnership (Limited Partnership)	78.2568	3.7475%	Net assets converting into shares	**10**	Guozhong Private Equity Investment Fund (Xi'an) Limited Partnership (Limited Partnership)	78.2568	Net assets converting into shares	7 May 2025
11	Hunan Xiangjiang Liyuan Jiankun Venture Capital Limited Partnership (Limited Partnership)	78.2568	3.7475%	Net assets converting into shares	**11**	Hunan Xiangjiang Liyuan Jiankun Venture Capital Limited Partnership (Limited Partnership)	78.2568	Net assets converting into shares	7 May 2025
12	Tianjin Binhai Yuanyi Jimao Private Equity Limited Partnership (Limited Partnership)	51.4259	2.4627%	Net assets converting into shares	**12**	Tianjin Binhai Yuanyi Jimao Private Equity Limited Partnership (Limited Partnership)	51.4259	Net assets converting into shares	7 May 2025
13	Tianjin Yuanyi Yongxuan Enterprise Management Center (Limited Partnership)	51.4259	2.4627%	Net assets converting into shares	**13**	Tianjin Yuanyi Yongxuan Enterprise Management Center (Limited Partnership)	51.4259	Net assets converting into shares	7 May 2025
14	Hangzhou Diagens Nuoxin Investment Management Partnership Enterprise (Limited Partnership)	50.3300	2.4102%	Net assets converting into shares	**14**	Hangzhou Diagens Nuoxin Investment Management Partnership Enterprise (Limited Partnership)	50.3300	Net assets converting into shares	7 May 2025

Before amendments					After amendments				
15	Hangzhou Hefu Private Equity Limited Partnership (Limited Partnership)	56.9603	2.7277%	Net assets converting into shares	**15**	Hangzhou Hefu Private Equity Limited Partnership (Limited Partnership)	56.9603	Net assets converting into shares	7 May 2025
16	Hangzhou Yuxijin Equity Investment Limited Partnership (Limited Partnership)	39.1282	1.8737%	Net assets converting into shares	**16**	Hangzhou Yuxijin Equity Investment Limited Partnership (Limited Partnership)	39.1282	Net assets converting into shares	7 May 2025
17	Hangzhou Yuhang Jingkai Private Equity Limited Partnership (Limited Partnership)	34.2839	1.6418%	Net assets converting into shares	**17**	Hangzhou Yuhang Jingkai Private Equity Limited Partnership (Limited Partnership)	34.2839	Net assets converting into shares	7 May 2025
18	Jiaxing Weixin No. 1 Equity Investment Limited Partnership (Limited Partnership)	26.0856	1.2492%	Net assets converting into shares	**18**	Jiaxing Weixin No. 1 Equity Investment Limited Partnership (Limited Partnership)	26.0856	Net assets converting into shares	7 May 2025
19	Qingdao Juancheng Equity Investment Limited Partnership (Limited Partnership)	26.0856	1.2492%	Net assets converting into shares	**19**	Qingdao Juancheng Equity Investment Limited Partnership (Limited Partnership)	26.0856	Net assets converting into shares	7 May 2025
20	Nanjing Huarui Ruichuang Venture Capital Center (Limited Partnership)	26.0856	1.2492%	Net assets converting into shares	**20**	Nanjing Huarui Ruichuang Venture Capital Center (Limited Partnership)	26.0856	Net assets converting into shares	7 May 2025
21	Lishui Jingen Private Equity Limited Partnership (Limited Partnership)	26.0856	1.2492%	Net assets converting into shares	**21**	Lishui Jingen Private Equity Limited Partnership (Limited Partnership)	26.0856	Net assets converting into shares	7 May 2025
22	Hunan Xiangjiang Liyuan Jianxiao Venture Capital Limited Partnership (Limited Partnership)	17.1420	0.8209%	Net assets converting into shares	**22**	Hunan Xiangjiang Liyuan Jianxiao Venture Capital Limited Partnership (Limited Partnership)	17.1420	Net assets converting into shares	7 May 2025
23	Jiaxing Qingyulan No. 1 Venture Capital Limited Partnership (Limited Partnership)	10.1370	0.4854%	Net assets converting into shares	**23**	Jiaxing Qingyulan No. 1 Venture Capital Limited Partnership (Limited Partnership)	10.1370	Net assets converting into shares	7 May 2025
24	Hangzhou Huayun Equity Investment Limited Partnership (Limited Partnership)	5.2171	0.2498%	Net assets converting into shares	**24**	Hangzhou Huayun Equity Investment Limited Partnership (Limited Partnership)	5.2171	Net assets converting into shares	7 May 2025
25	Tianjin Yongqian Enterprise Management Center (Limited Partnership)	5.1426	0.2463%	Net assets converting into shares	**25**	Tianjin Yongqian Enterprise Management Center (Limited Partnership)	5.1426	Net assets converting into shares	7 May 2025
Total	**2,088.2226**	**100.0000%**	**–**		**Total**	2,088.2226	–	–	

The above contributions are fully paid. | The above contributions are fully paid.

Before amendments	After amendments
Article 21 The Company may, upon filing with the CSRC and with the approval of the Hong Kong Stock Exchange, issue not more than 31,004,000 overseas listed foreign shares to investors and convert the 80,880,000 domestic shares of the Company held by them into overseas listed foreign shares. After the aforesaid issuance of overseas listed foreign shares and the conversion of domestic unlisted shares into overseas listed shares, the share capital structure of the Company shall be: 88,879,200 ordinary Shares, including 80,880,000 domestic unlisted shares and 7,999,200 overseas listed shares.	**Article 21** The Company may, upon filing with the CSRC and with the approval of the Hong Kong Stock Exchange, issue ~~not more than 31,004,000~~ 7,999,200 overseas listed foreign shares to investors and convert the 80,880,000 domestic shares of the Company ~~held by them~~ into overseas listed foreign shares. After the aforesaid issuance of overseas listed foreign shares and the conversion of domestic unlisted shares into overseas listed shares, the share capital structure of the Company shall be: 88,879,200 ordinary Shares, all of which are overseas listed shares ~~including 80,880,000 domestic unlisted shares and 7,999,200 overseas listed shares~~.
Article 22 The total number of shares of the Company when it completes the issuance and listing of H shares shall not exceed 88,879,200 shares, all of which are ordinary shares.	**Article 22** The total number of the issued shares of the Company ~~when it completes the issuance and listing of H shares~~ shall be ~~not exceed~~ 88,879,200 shares, all of which are ordinary shares (H shares).
Article 23 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees, compensation or loans to any person who purchases or intends to purchase the Company's shares, except where the Company implements an employee stock ownership plan.	**Article 23** The Company or its subsidiaries (including affiliates of the Company) shall not provide ~~any~~ financial assistance in the form of gifts, advances, guarantees, compensation or borrowings~~loans~~ to any person ~~who purchases or intends to purchase the Company's shares~~ for the purpose of acquiring shares of the Company or its parent company, except where the Company implements an employee stock ownership plan. For the benefit of the Company, financial assistance may be provided to any person for the purpose of acquiring shares of the Company or its parent company upon resolution by the shareholders' meeting, or by the Board of Directors in accordance with the authorization granted under these Articles of Association or by the shareholders' meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the Board of Directors in this regard shall be passed by more than two-thirds of all directors.

Before amendments	After amendments
Article 24 The Company may, based on its operating and development needs, increase capital in the following ways pursuant to the requirements of laws and regulations and subject to the resolutions passed at the shareholders' meetings: … (V) any other methods stipulated by laws and administrative regulations and approved by the CSRC and the Hong Kong Stock Exchange. …	**Article 24** The Company may, based on its operating and development needs, increase capital in the following ways pursuant to the requirements of laws and regulations and subject to the resolutions passed at the shareholders' meetings: … (V) any other methods stipulated by laws, ~~and~~ administrative regulations, ~~and approved by~~ the CSRC and the Hong Kong Stock Exchange. …
Article 26 The Company shall not acquire its shares, except under any of the following circumstances: … (VI) necessity for the purpose of maintaining the value of the Company and shareholders' equity; (VII) other circumstances permitted by laws, administrative regulations, departmental rules and other provisions of the place where the Company's shares are listed.	**Article 26** The Company shall not acquire its shares, except under any of the following circumstances: … (VI) necessity for the purpose of maintaining the value of the Company and shareholders' equity~~;~~. ~~(VII) other circumstances permitted by laws, administrative regulations, departmental rules and other provisions of the place where the Company's shares are listed.~~
Article 28 … After the Company acquires its shares pursuant to the provisions of Article 26 of the Articles of Association, such shares shall be cancelled within 10 days from the date of acquisition under the circumstance as described in item (I); such shares shall be either transferred or cancelled within six months under the circumstances as described in items (II) and (IV). The total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company and such shares shall be transferred or cancelled within three years under the circumstance as described in items (III), (V) and (VI) of Article 26 of the Articles of Association. …	**Article 28** … After the Company acquires its shares pursuant to the provisions of Article 26 of the Articles of Association, such shares shall be cancelled within 10 days from the date of acquisition under the circumstance as described in item (I); such shares shall be either transferred or cancelled within six months under the circumstances as described in items (II) and (IV). The total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company and such shares shall be transferred or cancelled within three years under the circumstance as described in items (III), (V) and (VI) of Article 26 of the Articles of Association. …

Before amendments	After amendments
Article 29 The shares of the Company may be transferred in accordance with laws. … Where the laws and regulations of the place where the Company's shares are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' meeting or prior to the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. …	**Article 29** The shares of the Company shall ~~may~~ be transferred in accordance with laws. … Where the laws and regulations of the place where the Company's shares are listed contain provisions which stipulate on the period of closure of the register of shareholders prior to a shareholders' meeting or prior to the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail. …
Article 30 The Company shall not accept its own shares as the subject matter of a pledge.	**Article 30** The Company shall not accept its own shares as the subject matter of a pledge.
Article 31 … The directors and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. The shares transferred by them each year during their term shall not exceed 25% of the total number of the shares of the same class of the Company held by them. The shares of the Company held by them shall not be transferred within one year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares of the Company within half year from the date of their resignation. Where the relevant provisions of the Hong Kong Stock Exchange have other provisions on the transfer of overseas listed foreign shares, such provisions shall prevail.	**Article 31** … The directors and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. The shares transferred by them each year during their term as determined at the time of taking office shall not exceed 25% of the total number of the shares of the same class of the Company held by them. The shares of the Company held by them shall not be transferred within one year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares of the Company within half year from the date of their resignation. Where the relevant provisions of the Hong Kong Stock Exchange have other provisions on the transfer of overseas listed foreign shares, such provisions shall prevail.

Before amendments	After amendments
Article 33 The Company shall maintain a register of shareholders based on certificates provided by the securities registration and clearing institution. The register of shareholders shall serve as sufficient evidence of holding the Company's shares by a shareholder. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold shares of the same class shall enjoy the equal rights and assume the equal obligations. …	**Article 33** The Company shall maintain a register of shareholders based on certificates provided by the securities registration and clearing institution. The register of shareholders shall serve as sufficient evidence of holding the Company's shares by a shareholder. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold shares of the same class shall enjoy the equal rights and assume the equal obligations. …
Article 35 When the Company convenes a shareholders' meeting, distributes dividends, conducts liquidation or engages in other acts requiring the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting should determine that the shareholders registered on the register of shareholders shall be those entitled to the relevant rights and interests.	**Article 35** When the Company convenes a shareholders' meeting, distributes dividends, conducts liquidation or engages in other acts requiring the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting should determine <u>the record date</u>. Shareholders whose names appear in the register ~~of shareholders~~ <u>after the close of market on such record date</u> shall be those entitled to the relevant rights and interests.
Article 37 Where any shareholder requests to inspect or copy the information mentioned in the proceeding Article or makes a request for information, he/she shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations by providing the Company with written documents proving the class and number of the shares that he/she holds in the Company. The Company shall provide the information as requested by the shareholder after verifying his/her identity.	**Article 37** Where any shareholder <u>demands</u> ~~requests~~ to inspect ~~or~~ <u>and</u> copy the ~~information~~ <u>relevant materials</u> mentioned in the preceding Article ~~or makes a request for information~~, he/she shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations<u>. Any Shareholder who requests to inspect and copy the relevant materials shall submit a written request to the Company, stating the purpose and the specific materials to be inspected, and provide</u> ~~by providing~~ the Company with written documents proving the class and number of the shares that he/she holds in the Company. The Company shall provide the information as requested by the shareholder after verifying his/her identity.

Before amendments	After amendments
	If the Company reasonably believes that the shareholder's inspection of the accounting books and accounting vouchers is for an improper purpose that may harm the legitimate interests of the Company, it may refuse such inspection, and shall provide a written reply to the shareholder within fifteen days from the date of the shareholder's written request, explaining the reasons for the refusal. If the inspection is denied, the shareholder may initiate legal proceedings in the People's Court. If a shareholder requests to inspect and copy relevant materials of the Company's wholly-owned subsidiaries, the provisions of the preceding Article shall apply.
Article 40 … Where the directors, supervisors or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances prescribed in the preceding Article, or any person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company resulting in any losses, the shareholders individually or jointly holding 1% or more of the shares of the Company for over 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs of this Article, submit a written request to the board of supervisors or the board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or directly file a lawsuit with the People's Court in their own name.	**Article 40** … Where the directors, supervisors or senior management of a wholly-owned subsidiary of the Company ~~are involved in any of the circumstances prescribed in the preceding Article~~ violate laws, administrative regulations or the provisions of the Articles of Association in performing their duties, causing losses to the Company, or any person infringes upon the legitimate rights and interests of a wholly-owned subsidiary of the Company resulting in any losses, the shareholders individually or jointly holding 1% or more of the shares of the Company for over 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs of this Article, submit a written request to the board of supervisors or the board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court or directly file a lawsuit with the People's Court in their own name.

Before amendments	After amendments
Article 42 Shareholders of the Company shall have the following obligations: … (II) to pay the share subscription monies based on the shares subscribed for by them and the method of acquiring such shares; (III) not to withdraw their share capital unless otherwise prescribed in laws and regulations; …	**Article 42** Shareholders of the Company shall have the following obligations: … (II) to pay the share subscription monies based on the shares subscribed for by them and the method of acquiring such shares; (III) not to withdraw their share capital unless otherwise prescribed in laws and regulations; …
Article 48 The shareholders' meeting of the Company shall be composed of all shareholders. The shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers according to law: … (IX) to consider and approve the transactions subject to decision by the shareholders' meeting as prescribed in the Articles of Association and the rules of procedure of the shareholders' meeting, and to consider and approve the guarantees prescribed in the Articles of Association; …	**Article 48** The shareholders' meeting of the Company shall be composed of all shareholders. The shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers according to law: … (IX) to consider and approve the transactions subject to decision by the shareholders' meeting as prescribed in the Articles of Association and the rules of procedure of the shareholders' meeting, and to consider and approve the guarantees prescribed in the Articles of Association; …

Before amendments	After amendments
Article 49 The following external guarantees given by the Company shall be submitted to the shareholders' meeting for consideration and approval (except for guarantees provided by the Company in the annual budget to its majority-owned subsidiaries): … (III) any guarantee provided by the Company within one year with an amount exceeding 30% of its latest audited total assets; … For guarantee matters within the scope of authority of the Board of Directors, in addition to being passed by a majority of all directors, such matters should also be approved by two-thirds or more of the directors attending the meeting of the Board of Directors. When a shareholders' meeting considers the guarantee matters under item (II) of the preceding paragraph, such matters should be approved by two-thirds or more of the voting rights held by the shareholders attending the meeting. When a shareholders' meeting considers a resolution to provide guarantees for any shareholder, the actual controllers and its connected persons, such shareholder or the shareholder controlled by such actual controllers shall not participate in such voting. The resolution must be approved by more than half of the voting rights held by the other shareholders present at the shareholders' meeting.	**Article 49** The following external guarantees given by the Company shall be submitted to the shareholders' meeting for consideration and approval (except for guarantees provided by the Company in the annual budget to its majority-owned subsidiaries): … (III) any guarantee provided by the Company to others within one year with an amount exceeding 30% of its latest audited total assets; … For guarantee matters within the scope of authority of the Board of Directors, in addition to being passed by a majority of all directors, such matters should also be approved by two-thirds or more of the directors attending the meeting of the Board of Directors. When a shareholders' meeting considers the guarantee matters under item (III) of the preceding paragraph, such matters should be approved by two-thirds or more of the voting rights held by the shareholders attending the meeting. When a shareholders' meeting considers a resolution to provide guarantees for any shareholder, the actual controllers and its connected persons, such shareholder or the shareholder controlled by such actual controllers shall not participate in such voting. The resolution must be approved by ~~more than half~~ a majority of the voting rights held by the other shareholders present at the shareholders' meeting.

Before amendments	After amendments
Article 51 In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of its occurrence: (I) when the number of directors falls short of the statutory number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association; (II) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital; (III) when shareholders individually or jointly holding 10% or more of the outstanding shares of the Company with voting rights request for convening an extraordinary shareholders' meeting in writing (the number of shares held shall be calculated as of the date of such written request); (IV) when the Board of Directors deems it necessary; (V) when the Audit Committee proposes to hold such a meeting; (VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.	**Article 51** In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of its occurrence: (I) when the number of directors falls short of the statutory number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association <u>(namely, 6 persons)</u>; (II) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital; (III) when shareholders individually or jointly holding 10% or more of the outstanding shares of the Company with voting rights request for convening an extraordinary shareholders' meeting in writing (the number of shares held shall be calculated as of the date of such written request); (IV) when the Board of Directors deems it necessary; (V) when the Audit Committee proposes to hold such a meeting; (VI) other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Before amendments	After amendments
Article 53 … (I) whether the procedures of convening and holding the meeting comply with relevant laws, administrative regulations and the Articles of Association; …	**Article 53** … (I) whether the procedures of convening and holding the meeting comply with ~~relevant~~ the provisions of laws, administrative regulations and the Articles of Association; …
Article 62 The convener will notify each shareholder by way of announcement 20 days prior to an annual shareholders' meeting and will notify each shareholder by way of announcement 15 days prior to an extraordinary shareholders' meeting. …	**Article 62** The convener will notify each shareholder by way of announcement ~~20~~ 21 days prior to an annual shareholders' meeting and will notify each shareholder by way of announcement 15 days prior to an extraordinary shareholders' meeting. …
Article 63 The notice of a shareholders' meeting shall include the following: … The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose all the specific contents of all proposals and all information or explanations necessary to enable shareholders to make reasonable judgments about the matters to be discussed. Where independent directors are required to express opinions on matters to be discussed, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice or supplementary notice of the shareholders' meeting are issued.	**Article 63** The notice of a shareholders' meeting shall include the following: … The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose all the specific contents of all proposals and all information or explanations necessary to enable shareholders to make reasonable judgments about the matters to be discussed. Where independent directors are required to express opinions on matters to be discussed, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice or supplementary notice of the shareholders' meeting are issued.

Before amendments	After amendments
The online or other forms (if any) of voting for the shareholders' meeting shall start no earlier than 3:00 p.m. on the day before and no later than 9:30 a.m. on the day of the convening of the on-site shareholders' meeting, and shall end no earlier than 3:00 p.m. on the day of the conclusion of the on-site shareholders' meeting. The interval between the shareholding record date and the date of the meeting shall be no more than seven working days. Once the record date is fixed, rescheduling is not allowed.	~~The online or other forms (if any) of voting for the shareholders' meeting shall start no earlier than 3:00 p.m. on the day before and no later than 9:30 a.m. on the day of the convening of the on-site shareholders' meeting, and shall end no earlier than 3:00 p.m. on the day of the conclusion of the on-site shareholders' meeting.~~ ~~The interval between the shareholding record date and the date of the meeting shall be no more than seven working days. Once the record date is fixed, rescheduling is not allowed.~~
Article 65 After the notice of the shareholders' meeting is issued, the shareholders' meeting shall not be postponed or canceled without a justified reason, and proposals listed in the notice shall not be revoked. In case of postponement or cancellation, the convener shall make announcement and explanation in accordance with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed. Where a shareholders' meeting is postponed, the date of convening the postponed meeting shall be announced in the notice.	**Article 65** After the notice of the shareholders' meeting is issued, the shareholders' meeting shall not be postponed or canceled without a justified reason, and proposals listed in the notice shall not be revoked. In case of postponement or cancellation, the convener shall ~~make announcement and explanation in accordance with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed~~ make an announcement giving reasons at least 2 working days before the date when the meeting is convened. ~~Where a shareholders' meeting is postponed, the date of convening the postponed meeting shall be announced in the notice.~~ If there are special provisions in the securities regulatory rules of the place where the Company's shares are listed regarding the procedures for the adjournment or cancellation of a shareholders' meeting, such provisions shall prevail, provided that they do not violate the Company Law, the Securities Law, the Trial Administrative Measures and the Guidelines for the Articles of Association of Listed Companies.

Before amendments	After amendments
Article 75 The shareholders' meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by a majority of directors. A shareholders' meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by a majority of members of the Audit Committee. …	**Article 75** The shareholders' meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by ~~a majority~~ <u>more than half</u> of directors. A shareholders' meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by a majority of members of the Audit Committee. …
Article 81 The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, secretary to the Board of Directors, convener or their representatives who attended the meeting, and the presider of the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of not less than 10 years.	**Article 81** The convener shall guarantee the authenticity, accuracy and integrity of the content (including the managing director or other executive directors) of the meeting minutes. The directors, secretary to the Board of Directors, convener or their representatives who attended <u>or are present at</u> the meeting, and the presider of the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of not less than 10 years.

Before amendments	After amendments
Article 84 The following matters shall be approved by ordinary resolution at the shareholders' meeting:	**Article 84** The following matters shall be approved by ordinary resolution at the shareholders' meeting:
…	…
(III) appointment or dismissal of the members of the Board of Directors, and their remuneration and payment methods. The dismissal of any director (including the managing director or other executive directors) prior to the expiry of his/her term of office shall not prejudice such director's claim for damages under any contract;	(III) appointment or dismissal of the members of the Board of Directors, and their remuneration and payment methods. The dismissal of any director ~~(including the managing director or other executive directors)~~ prior to the expiry of his/her term of office shall not prejudice such director's claim for damages under any contract;
(IV) annual report of the Company;	~~(IV) annual report of the Company;~~
(V) annual budget plan and final accounts plan of the Company;	~~(V) annual budget plan and final accounts plan of the Company;~~
(VI) appointment and dismissal of an accounting firm by the Company, and determination of its remuneration;	(~~VI~~IV) appointment and dismissal of an accounting firm by the Company, and determination of its remuneration;
(VII) proposed connected transactions with connected persons that are subject to approval of the shareholders' meeting pursuant to the Hong Kong Listing Rules;	~~(VII) proposed connected transactions with connected persons that are subject to approval of the shareholders' meeting pursuant to the Hong Kong Listing Rules;~~
(VIII) change in investment projects funded with proceeds;	~~(VIII) change in investment projects funded with proceeds;~~
(IX) other matters other than those stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be passed by special resolution.	(~~IX~~ V) other matters other than those stipulated by laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association which shall be passed by special resolution.

Before amendments	After amendments
Article 85 The following matters shall be approved by special resolution at the shareholders' meeting: … (IV) purchase or disposal of major assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited consolidated total assets; (V) issuance of shares, convertible corporate bonds, preference shares and other types of securities recognized by the CSRC and the Hong Kong Stock Exchange; (VI) the spin-off of subsidiaries for listing; (VII) the equity incentive plan; (VIII) other matters stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the shareholders' meeting determines by ordinary resolution will have a significant impact on the members of the Group and need to be passed by special resolution.	**Article 85** The following matters shall be approved by special resolution at the shareholders' meeting: … (IV) purchase or disposal of major assets or provision of guarantee to others by the Company within a year of a value exceeding ~~30%~~ thirty percent of the Company's latest audited consolidated total assets; ~~(V) issuance of shares, convertible corporate bonds, preference shares and other types of securities recognized by the CSRC and the Hong Kong Stock Exchange;~~ ~~(VI) the spin-off of subsidiaries for listing;~~ (~~VII~~ V) the equity incentive plan; (~~VIII~~ VI) other matters stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the shareholders' meeting determines by ordinary resolution will have a significant impact on the ~~members of the Group~~ Company and need to be passed by special resolution.
Article 88 Unless the Company is in a crisis or under any other special circumstances, without the approval of a shareholders' meeting by a special resolution, the Company shall not enter into a contract with any person other than a director, general manager and other senior management members under which the person takes charge of all or any major business of the Company.	**Article 88** Unless the Company is in a crisis or under any other special circumstances, without the approval of a shareholders' meeting by a special resolution, the Company shall not enter into a contract with any person other than a director, ~~general manager~~ president and other senior management members under which the person takes charge of all or any major business of the Company.

Before amendments	After amendments
Article 91 A proposal considered at a shareholders' meeting shall not be modified; if made, the modification shall be regarded as a new proposal, which may not be voted at such shareholders' meeting.	**Article 91** A proposal considered at a shareholders' meeting shall not be modified; if made, the modification shall be regarded as a new proposal, which may not be voted at such shareholders' meeting.
Article 103 … Where not otherwise provided for by laws, regulations, or the regulatory rules of the place where the Company's shares are listed, shareholders may dismiss any director (including the managing director or other executive directors) prior to the expiry of his/her term of office by ordinary resolution at the shareholders' meeting, which shall not prejudice such director's claim for damages under any contract.	**Article 103** … Where not otherwise provided for by laws, regulations, or the regulatory rules of the place where the Company's shares are listed, shareholders may dismiss any director ~~(including the managing director or other executive directors)~~ prior to the expiry of his/her term of office by ordinary resolution at the shareholders' meeting, which shall not prejudice such director's claim for damages under any contract.
Article 105 Directors shall abide by laws, administrative regulations and the Articles of Association, have duty of diligence to the Company, exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties. …	**Article 105** Directors shall abide by laws, administrative regulations and the provisions of the Articles of Association, have duty of diligence to the Company, exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties. …
Article 111 Where a director violates any law, administrative regulations, departmental rules or the Articles of Association in executing his/her office in the Company, causing losses to the Company, he/she shall be liable for compensation.	**Article 111** Where a director causes damage to others during the performance of his/her duties, the Company shall be liable for compensation; where a director acts with wilful or material default, he/she shall also be liable for compensation. Where a director violates any law, administrative regulations, departmental rules or the Articles of Association in executing his/her office in the Company, causing losses to the Company, he/she shall be liable for compensation.

Before amendments	After amendments
Article 113 The Company shall have a Board of Directors. The Board of Directors consists of eight directors with one chairman. At all times, more than one-third of the Board of Directors shall be independent directors, and the total number of independent directors shall not be fewer than three, of which at least one independent director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. An independent director shall serve for a term of three years, and can be re-elected and reappointed upon the expiry of the term.	**Article 113** The Company shall have a Board of Directors. The Board of Directors consists of eight directors with one chairman, three of whom are independent directors. At all times, more than one-third of the Board of Directors shall be independent directors, and the total number of independent directors shall not be fewer than three, of which at least one independent director shall have the appropriate professional qualifications to meet the regulatory requirements or possess appropriate accounting or related financial management expertise. An independent director shall serve for a term of office of three years, and can be re-elected and reappointed upon the expiry of the term.
Article 114 The Board of Directors shall exercise the following functions and powers: … (IV) to formulate the annual financial budget plan and final accounts plan of the Company; (V) to formulate the Company's profit distribution plans and loss recovery plans; (VI) to formulate plans on the increase or reduction of the registered capital, the issuance of bonds or other securities and the listing by the Company; (VII) to formulate plans for the Company's major acquisition, repurchase of the shares of the Company, or merger, division, dissolution or change of corporate form of the Company;	**Article 114** The Board of Directors shall exercise the following functions and powers: … ~~(IV) to formulate the annual financial budget plan and final accounts plan of the Company;~~ (~~V~~ IV) to formulate the Company's profit distribution plans and loss recovery plans; (~~VI~~ V) to formulate plans on the increase or reduction of the registered capital, the issuance of bonds or other securities and the listing by the Company; (~~VII~~ VI) to formulate plans for the Company's major acquisition, repurchase of the shares of the Company, or merger, division, dissolution or change of corporate form of the Company;

Before amendments	After amendments
(VIII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted wealth management, connected transactions and donations of the Company within the scope of authorization by the shareholders' meeting; (IX) to decide on establishment of internal management organs of the Company; (X) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board of Directors and other senior management members, and decide on matters of their remuneration and rewards and punishments; according to the nomination of the general manager, to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (XI) to formulate the basic management system of the Company; (XII) to formulate proposals to amend the Articles of Association; (XIII) to manage the Company's information disclosures; (XIV) to propose to the shareholders' meeting the appointment or replacement of the accounting firm that undertakes the audit engagements of the Company; (XV) to listen to the work report of the general manager of the Company and to inspect the work of the general manager;	(~~VIII~~ VII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted wealth management, connected transactions and donations of the Company within the scope of authorization by the shareholders' meeting; (~~IX~~ VIII) to decide on establishment of internal management organs of the Company; (~~X~~ IX) to decide on the appointment or dismissal of the Company's ~~general manager~~ president, secretary to the Board of Directors and other senior management members, and decide on matters of their remuneration and rewards and punishments; according to the nomination of the ~~general manager~~ president, to decide on the appointment or dismissal of the Company's deputy ~~general manager~~ president, chief financial officer and other senior management members, and decide on matters of their remuneration, rewards and punishments; (~~XI~~ X) to formulate the basic management system of the Company; (~~XII~~ XI) to formulate proposals to amend the Articles of Association; (~~XIII~~ XII) to manage the Company's information disclosures; (~~XIV~~ XIII) to propose to the shareholders' meeting the appointment or replacement of the accounting firm that undertakes the audit engagements of the Company; (~~XV~~ XIV) to listen to the work report of the ~~general manager~~ president of the Company and to inspect the work of the ~~general manager~~ president;

Before amendments	After amendments
(XVI) other functions and powers conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association. The matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.	(~~XVI~~ XV) other functions and powers conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed ~~or~~, the Articles of Association or the shareholders' meeting. The matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.
Article 115 The Board of Directors of the Company shall establish an audit committee and establish special committees including nomination and remuneration committees in light of its needs. The special committees are accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for consideration and decision. Each special committee shall have at least three members, all of which shall be made up of directors. In particular, independent directors shall form a majority in the Nomination Committee and the remuneration committee. The remuneration committee shall be chaired (as the convener) by an independent director. The Nomination Committee shall be chaired (as the convener) by the chairman or an independent director, and include at least one director of a different gender. All members of the Audit Committee shall be non-executive directors (including independent directors), and at least one independent director shall have the appropriate professional qualifications as required under the Hong Kong Listing Rules or have appropriate accounting or related financial management expertise. The person in charge of each special committee shall be appointed and removed by the Board of Directors. …	**Article 115** The Board of Directors of the Company shall establish an audit committee and establish special committees including nomination and remuneration committees in light of its needs. The special committees are accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for consideration and decision. Each special committee shall have at least three members, all of which shall be made up of directors. In particular, independent directors shall form a majority in the Nomination Committee and the remuneration committee. The remuneration committee shall be ~~chaired (as the convener)~~ convened by an independent director. The Nomination Committee shall be ~~chaired (as the convener)~~ convened by the chairman or an independent director, and include at least one director of a different gender. All members of the Audit Committee shall be directors not serving as senior management of the Company ~~non-executive directors (including independent directors),~~ all of whom shall be non-executive directors, and at least one independent director shall have the appropriate professional qualifications as required under the Hong Kong Listing Rules or have appropriate accounting or related financial management expertise. The ~~person in charge~~ members and conveners of each special committee shall be ~~appointed and removed~~ elected or changed by the Board of Directors. …

Before amendments	After amendments
Article 119 The Board of Directors shall have one chairman. The chairman shall be elected by a majority of all directors. The chairman shall serve for a term of three years, and can be re-elected and reappointed.	**Article 119** The Board of Directors shall have one chairman. The chairman shall be elected by a majority of all directors. ~~The chairman shall serve for a term of three years, and can be re-elected and reappointed.~~
Article 120 The chairman shall exercise the following functions and powers: (I) to preside over the shareholders' meeting and convene and preside over meetings of the Board of Directors; (II) to oversee and inspect the execution of the resolutions of the Board of Directors; (III) to sign the share certificates, corporate bonds and other marketable securities of the Company; (IV) to sign important documents of the Board of Directors; (V) in the event of a force majeure such as a natural disaster, to exercise special powers over the Company's affairs in accordance with the law and the interests of the Company, and report to the Board of Directors and the shareholders' meeting of the Company afterwards; (VI) to exercise other functions and powers conferred by the Board of Directors or by laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed.	**Article 120** The chairman shall exercise the following functions and powers: (I) to preside over the shareholders' meeting and convene and preside over meetings of the Board of Directors; (II) to oversee and inspect the execution of the resolutions of the Board of Directors; ~~(III) to sign the share certificates, corporate bonds and other marketable securities of the Company;~~ (III ~~IV~~) to sign important documents of the Board of Directors; (IV ~~V~~) in the event of a force majeure such as a natural disaster, to exercise special powers over the Company's affairs in accordance with the law and the interests of the Company, and report to the Board of Directors and the shareholders' meeting of the Company afterwards; (V ~~VI~~) to exercise other functions and powers conferred by the Board of Directors or by laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed.
Article 121 Where the chairman is unable or fails to perform his/her duties, another director jointly elected by more than half of directors shall perform his/her duties.	**Article 121** Where the chairman is unable or fails to perform his/her duties, another director jointly elected by more than half of directors shall perform his/her duties.

Before amendments	After amendments
Article 122 Meetings of the Board of Directors shall be convened at least twice a year and shall be convened by the chairman of the Board of Directors. Meetings of the Board of Directors shall be notified in writing to all directors and the Audit Committee 10 days before the meeting.	**Article 122** Meetings of the Board of Directors shall be convened at least ~~twice~~ four a year and shall be convened by the chairman of the Board of Directors. Regular ~~Meetings~~ meetings of the Board of Directors shall be notified in writing to all directors and the Audit Committee ~~10~~ 14 days before the meeting.
Article 124 When an extraordinary meeting of the Board of Directors is convened, the Board of Directors shall notify all directors five days prior to the meeting by telephone, facsimile, hand delivery, post or email. If an extraordinary meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener shall give an explanation thereof at the meeting.	**Article 124** When an extraordinary meeting of the Board of Directors is convened, the Board of Directors shall notify all directors five days prior to the meeting by telephone, facsimile, hand delivery, post or email. If an extraordinary meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method subject to consent of all directors, provided that the convener shall give an explanation thereof at the meeting.
Article 127 A director who is connected to the enterprise or individual involved in a matter being resolved at a meeting of the Board of Directors shall promptly report the situation in writing to the Board of Directors. The connected director shall not exercise his/her voting rights on such resolution, nor shall he/she exercise his/her voting rights on behalf of another director. Such meeting of the Board of Directors may be held when a majority of the non-connected directors attend the meeting, and the resolutions of the meeting of the Board of Directors must be passed with affirmative votes of a majority of non-connected directors. If the number of non-connected directors present at the meeting of the Board of Directors is less than three, such matter shall be submitted to the shareholders' meeting for consideration.	**Article 127** A director who is connected to the enterprise or individual involved in a matter being resolved at a meeting of the Board of Directors shall promptly report the situation in writing to the Board of Directors. The connected director shall not exercise his/her voting rights on such resolution, nor shall he/she exercise his/her voting rights on behalf of another director. Such meeting of the Board of Directors may be held when a majority of the non-connected directors attend the meeting, and the resolutions of the meeting of the Board of Directors must be passed with affirmative votes of a majority of non-connected directors. If the number of non-connected directors present at the meeting of the Board of Directors is less than three, such matter shall be submitted to the shareholders' meeting for consideration.

Before amendments	After amendments
Article 128 Resolutions of the Board of Directors shall be voted by open ballot, written vote and other ways. The meetings of the Board of Directors shall be convened on site in principle. Provided that the directors may fully express their opinions and the convener (presider) or proposer approves, extraordinary meetings of the Board of Directors may be convened and voted by way of video, telephone, facsimile, email and other means, and such resolutions shall be signed by the directors present at the meeting. Meetings of the Board of Directors may also be convened as an on-site meeting in conjunction with other means of attendance simultaneously. …	**Article 128** Meetings~~Resolutions~~ of the Board of Directors shall be convened and voted by open ballot, written vote and other ways. The meetings of the Board of Directors shall be convened on site in principle. Provided that the directors may fully express their opinions and the ~~convener (~~presider~~)~~ or proposer approves, extraordinary meetings of the Board of Directors may be convened and voted by way of video, telephone, facsimile, email and other means, and such resolutions shall be signed by the directors present at the meeting. Meetings of the Board of Directors may also be convened as an on-site meeting in conjunction with other means of attendance simultaneously. …
Article 138 … The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of the first paragraph of Article 136 and in Article 137 of the Articles of Association shall be considered by a special meeting of the independent directors. …	**Article 138** … The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of the first paragraph of Article 137~~6~~ and in Article 137 of the Articles of Association shall be considered by a special meeting of the independent directors. …
Article 140 The Audit Committee consists of three members, who are directors not serving as senior management within the Company, and two of them are independent directors. An accounting professional among independent directors shall act as the convener.	**Article 140** The Audit Committee consists of three members, who are directors not serving as senior management within the Company, and two of them are independent directors. An accounting professional among independent directors shall act as the convener. Members and convener of the Audit Committee shall be elected by the Board of Directors.

Before amendments	After amendments
Article 141 The Audit Committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board of Directors for consideration after the approval by a majority of all members of the Audit Committee: (I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports; (II) appointment or dismissal of the accounting firm that undertake the Company's audit engagement; (III) appointment or dismissal of the Company's chief financial officer; (IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards; (V) other matters as provided for by laws, administrative regulations, the provisions of the CSRC, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.	**Article 141** The Audit Committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board of Directors for consideration after the approval by a majority of all members of the Audit Committee: (I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports; (II) appointment or dismissal of the accounting firm that undertake the Company's audit engagement; (III) appointment or dismissal of the Company's chief financial officer; (IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards; (V) other matters as provided for by laws, administrative regulations, the provisions of the CSRC, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Before amendments	After amendments
Article 143 In addition to the Audit Committee, the Board of Directors of the Company shall establish other special committees including a nomination committee, and a remuneration and assessment committee to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the specialized committees shall be submitted to the Board of Directors for consideration and decision. The Board of Directors shall be responsible for formulating the working procedures of the special committees. All members of the special committees are directors. In particular, a majority of the members of the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee shall be independent directors, who shall act as the convener. The Board of Directors is responsible for formulating the working procedures of the special committees to regulate their operation.	**Article 143** In addition to the Audit Committee, the Board of Directors of the Company shall establish other special committees including a nomination committee, and a remuneration and assessment committee to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the specialized committees shall be submitted to the Board of Directors for consideration and decision. The Board of Directors shall be responsible for formulating the working procedures of the special committees. All members of the special committees are three directors. In particular, a majority of the members of the Audit Committee, the Nomination Committee and the Remuneration and Assessment Committee shall be independent directors, who shall act as the convener. The Board of Directors is responsible for formulating the working procedures of the special committees to regulate their operation.
Article 145 The Company shall have a general manager, who shall be appointed or removed by the Board of Directors. The general manager of the Company and any deputy general manager hired based on actual needs, the chief financial officer, the secretary to the Board of Director, the chief operating officer and the chief marketing officer are the senior management of the Company.	~~**Article 145**~~ **Article 146** The Company shall have a ~~general manager,~~ president, one-three vice presidents, a chief financial officer, a secretary to the Board of Directors, a chief operating officer, and a chief marketing officer, who shall be appointed or removed by the decision of the Board of Directors. ~~The general manager of the Company and any deputy general manager hired based on actual needs,~~ The president, vice president(s), the chief financial officer, the secretary to the Board of Director, the chief operating officer and the chief marketing officer of the Company are the senior management of the Company.

Before amendments	After amendments
Article 148 The general manager shall serve for a term of three years, and may be reappointed upon the expiry of his/her term of office.	~~**Article 148**~~ **Article 149** The ~~general manager~~ president shall serve for a term of three years, and may be reappointed upon the expiry of his/her term of office.
Article 149 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers: (I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report his/her works to the Board of Directors; (II) to organize the implementation of the Company's annual business plans and investment plans; (III) to draft plans for the establishment of the Company's internal management organization; (IV) to draft the Company's basic management system; (V) to formulate the specific rules and regulations of the Company; (VI) to propose to the Board of Directors appointment or removal of a deputy general manager, the chief financial officer, the chief operating officer and the chief marketing officer of the Company; (VII) to decide on appointment or removal of management personnel other than those required to be appointed or removed by the Board of Directors;	~~**Article 149**~~ **Article 150** The ~~general manager~~ president shall be accountable to the Board of Directors and exercise the following functions and powers: (I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report his/her works to the Board of Directors; (II) to organize the implementation of the Company's annual business plans and investment plans; (III) to draft plans for the establishment of the Company's internal management organization; (IV) to draft the Company's basicmanagement system; (V) to formulate the specific rules and regulations of the Company; (VI) to propose to the Board of Directors appointment or removal of a deputy ~~general manager~~ president, the chief financial officer, the chief operating officer and the chief marketing officer of the Company; (VII) to decide on appointment or removal of management personnel other than those required to be appointed or removed by the Board of Directors;

Before amendments	After amendments
(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors. The general manager may attend the meetings of the Board of Directors as an observer.	(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors. The ~~general manager~~ president may attend the meetings of the Board of Directors as an observer.
Article 150 The general manager shall formulate the working rules of the general manager and submit them to the Board of Directors for approval before implementation.	~~**Article 150**~~ **Article 151** The ~~general manager~~ president shall formulate the working rules of the general manager and submit them to the Board of Directors for approval before implementation.
Article 151 The working rules of the general manager include the following: (I) the conditions and procedures for convening, and participants of the general manager meetings; (II) specific duties and division of work of the general manager and senior management; (III) the use of funds and assets of the Company, the authority to enter into material contracts and the systems for reporting to the Board of Directors and the board of supervisors; (IV) other matters deemed necessary by the Board of Directors.	~~**Article 151**~~ **Article 152** The working rules of the general manager include the following: (I) the conditions and procedures for convening, and participants of the ~~general manager~~ president meetings; (II) specific duties and division of work of the ~~general manager~~ president and other senior management; (III) the use of funds and assets of the Company, the authority to enter into material contracts and the systems for reporting to the Board of Directors ~~and the board of supervisors~~; (IV) other matters deemed necessary by the Board of Directors.
Article 152 The general manager may resign prior to the expiry of his/her term of office. The resignation of the general manager shall be dealt with in accordance with the service contract entered into between the general manager and the Company.	~~**Article 152**~~ **Article 153** The ~~general manager~~ president may resign prior to the expiry of his/her term of office. The resignation of the ~~general manager~~ president shall be dealt with in accordance with the labour~~service~~ contract entered into between the ~~general manager~~ president and the Company.
Article 153 The chief financial officer shall be nominated by the general manager and appointed or removed by the Board of Directors.	**Article 15~~3~~4** The chief financial officer shall be nominated by the ~~general manager~~ president and appointed or removed by the Board of Directors.

Before amendments	After amendments
Article 154 The Company shall have secretary(ies) to the Board of Directors, who shall be responsible for the preparation of the Company's shareholders' meetings and meetings of the Board of Directors, the custody of documents, the management of the information of the Company's shareholders, and the handling of information disclosure matters. The secretary to the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association. A director or a member of the senior management of the Company may also serve as the secretary to the Board of Directors of the Company. However, the accountant of the accounting firm engaged by the Company may not concurrently serve as the secretary to the Board of Directors of the Company. Where the office of secretary to the Board of Directors is held concurrently by a director and an act is required to be done by a director and the secretary to the Board of Directors separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.	~~**Article 154**~~ **Article 155** The Company shall have secretary(ies) to the Board of Directors, who shall be responsible for the preparation of the Company's shareholders' meetings and meetings of the Board of Directors, the custody of documents, the management of the information of the Company's shareholders, and the handling of information disclosure matters. The secretary to the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association. ~~A director or a member of the senior management of the Company may also serve as the secretary to the Board of Directors of the Company. However, the accountant of the accounting firm engaged by the Company may not concurrently serve as the secretary to the Board of Directors of the Company.~~ ~~Where the office of secretary to the Board of Directors is held concurrently by a director and an act is required to be done by a director and the secretary to the Board of Directors separately, the person who holds the offices of director and secretary to the Board of Directors may not perform the act in a dual capacity.~~
Article 159 The Company shall not establish other accounting books except for the statutory accounting books. The assets of the Company shall not be deposited in any account opened in the name of any individual.	~~**Article 159**~~ **Article 160** The Company shall not establish other accounting books except for the statutory accounting books. The funds~~assets~~ of the Company shall not be deposited in any account opened in the name of any individual.

Before amendments	After amendments
Article 160 … After the Company has covered its losses and made allocations to the reserves, any remaining after-tax profit shall be distributed to the shareholders in proportion to their respective shareholdings unless otherwise stipulated in the Articles of Association. …	~~**Article 160**~~ **Article 161** … After the Company has covered its losses and made allocations to the reserves, any remaining after-tax profit shall be distributed to the shareholders in proportion to their respective shareholdings ~~unless otherwise stipulated in the Articles of Association~~. …
Article 161 The Company's reserves shall be used to cover Company's losses, expand production and operations, or be converted to increase the Company's capital. Where the reserve of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions. …	~~**Article 161**~~ **Article 162** The Company's reserves shall be used to cover Company's losses, expand production and operations, or be converted to increase the Company's registered capital. Where the reserve of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions. …

Before amendments	After amendments
Article 181 The Company issues announcements and makes information disclosure to the domestic shareholders of unlisted shares through newspapers and websites designated by laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If an announcement is required to be made to the holders of H shares pursuant to the Articles of Association, such announcement shall also be published in the designated newspapers and websites, and/or websites of the Company in accordance with the methods stipulated in the Hong Kong Listing Rules. All notices or other documents required to be delivered to the Hong Kong Stock Exchange by the Company pursuant to Chapter 13 and Chapter 19A of the Hong Kong Listing Rules must be in the English language or accompanied by a signed and certified English translation. Information disclosed by the Company in other public media shall not precede disclosure in designated newspapers and websites, and shall not replace the Company's announcements with other forms such as press releases or press conferences.	~~**Article 181**~~ **Article 182** ~~The Company issues announcements and makes information disclosure to the domestic shareholders of unlisted shares through newspapers and websites designated by laws, administrative regulations or relevant domestic regulatory authorities for information disclosure.~~ If an announcement is required to be made to the holders of H shares pursuant to the Articles of Association, such announcement shall also be published in the designated newspapers and websites, and/or websites of the Company in accordance with the methods stipulated in the Hong Kong Listing Rules. All notices or other documents required to be delivered to the Hong Kong Stock Exchange by the Company pursuant to Chapter 13 and Chapter 19A of the Hong Kong Listing Rules must be in the English language or accompanied by a signed and certified English translation. Information disclosed by the Company in other public media shall not precede disclosure in designated newspapers and websites, and shall not replace the Company's announcements with other forms such as press releases or press conferences.
Article 183 If the consideration paid for the merger of the Company does not exceed 10% of the Company's net assets, it may be effected without a resolution of the shareholders' meeting, except as otherwise provided for by the Articles of Association. …	~~**Article 183**~~ **Article 184** If the consideration paid for the merger of the Company does not exceed 10% of the Company's net assets, it may be effected without a resolution of the shareholders' meeting~~, except as otherwise provided for by the Articles of Association~~. …

Before amendments	After amendments
Article 185 In case of a merger, the claims and debts of the merging parties shall be assumed by the surviving or the new company.	~~Article 185~~ **Article 186** In case of a merger, the claims and debts of the merging parties shall be assumed by the surviving or the new company.
Article 188 The Company shall prepare a balance sheet and a schedule of assets when it needs to reduce its registered capital. The Company shall, within 10 days of the date of passing the resolution approving the reduction of the registered capital, notify its creditors and publicly announce the reduction in newspapers or through the National Enterprise Credit Information Publicity System within 30 days. A creditor may, within 30 days of receipt of the notification, or within 45 days of the date of the announcement if he/she/it has not received the notification, request the Company to settle any outstanding debts or provide relevant guarantees. The registered capital of the Company after the capital reduction shall not be less than the statutory minimum amount. When reducing its registered capital, the Company shall reduce shareholders' contributions or shares in proportion to the shareholding percentage of shareholders, except as otherwise provided for by laws or the Articles of Association.	~~Article 188~~ **Article 189** The Company shall prepare a balance sheet and a schedule of assets when it needs to reduce its registered capital. The Company shall, within 10 days of the date of passing the resolution approving the reduction of the registered capital, notify its creditors and publicly announce the reduction in newspapers or through the National Enterprise Credit Information Publicity System within 30 days. A creditor may, within 30 days of receipt of the notification, or within 45 days of the date of the announcement if he/she/it has not received the notification, request the Company to settle any outstanding debts or provide relevant guarantees. The registered capital of the Company after the capital reduction shall not be less than the statutory minimum amount. When reducing its registered capital, the Company ~~shall~~ may reduce shareholders' contributions or shares in proportion to the shareholding percentage of shareholders~~, except as otherwise provided for by laws or the Articles of Association~~.

Before amendments	After amendments
Article 189 After making up losses in accordance with the first paragraph of Article 161 of the Articles of Association, if the Company still has losses, it may reduce its registered capital to make up the losses. When reducing registered capital to make up losses, the Company shall not distribute profits to shareholders, nor may it exempt shareholders from their obligation to contribute capital or share payments. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of Article 188 of the Articles of Association shall not apply, but an announcement shall be made in designated newspapers or on the National Enterprise Credit Information Publicity System within 30 days after the resolution approving the reduction has been passed by the shareholders' meeting. After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.	~~**Article 189**~~ **Article 190** After making up losses in accordance with the first paragraph of Article 162~~1~~ of the Articles of Association, if the Company still has losses, it may reduce its registered capital to make up the losses. When reducing registered capital to make up losses, the Company shall not distribute profits to shareholders, nor may it exempt shareholders from their obligation to contribute capital or share payments. Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of Article 189~~8~~ of the Articles of Association shall not apply, but an announcement shall be made in designated newspapers or on the National Enterprise Credit Information Publicity System within 30 days after the resolution approving the reduction has been passed by the shareholders' meeting. After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.
Article 191 When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for by the Articles of Association or determined by a resolution of the shareholders' meeting that the shareholders shall be entitled to pre-emptive rights.	**Article 191** ~~**Article 192**~~ When the Company issues new shares for the purpose of increasing its registered capital, the shareholders shall not be entitled to pre-emptive rights, unless ~~otherwise provided for by the Articles of Association or~~ determined by a resolution of the shareholders' meeting that the shareholders shall be entitled to pre-emptive rights.

Before amendments	After amendments
Article 194 The Company may continue in existence by amending the Articles of Association or upon a resolution of the shareholders' meeting under any of the circumstances prescribed in item (I) or (II) of Article 193, provided that it has not distributed its assets to its shareholders. Any amendment to the Articles of Association or any resolution of the shareholders' meeting under the preceding paragraph shall be subject to the consent of shareholders with two-thirds or more of the voting rights present at the shareholders' meeting.	~~**Article 194**~~ **Article 195** The Company may continue in existence by amending the Articles of Association or upon a resolution of the shareholders' meeting under any of the circumstances prescribed in item (I) or (II) of Article 19~~3~~4, provided that it has not distributed its assets to its shareholders. Any amendment to the Articles of Association or any resolution of the shareholders' meeting under the preceding paragraph shall be subject to the consent of shareholders with two-thirds or more of the voting rights present at the shareholders' meeting.
Article 195 Where the Company is to be dissolved pursuant to items (I), (II), (IV) and (V) of Article 193, it shall be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation committee to commence the liquidation process within 15 days from the date when the event of dissolution occurs. The liquidation committee shall be composed of directors, unless otherwise provided for by the Articles of Association or appointed by resolution of the shareholders' meeting. The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the Company or the creditors.	~~**Article 195**~~ **Article 196** Where the Company is to be dissolved pursuant to items (I), (II), (IV) and (V) of Article 19~~3~~4, it shall be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation committee to commence the liquidation process within 15 days from the date when the event of dissolution occurs. The liquidation committee shall be composed of directors, unless ~~otherwise provided for by the Articles of Association or~~ appointed by resolution of the shareholders' meeting. The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the Company or the creditors.

Before amendments	After amendments
Article 198 After liquidating the Company's assets and preparing a balance sheet and a schedule of assets, the liquidation committee shall prepare a liquidation plan, which shall be submitted to the shareholders' meeting or the People's Court for ratification. … During the liquidation, the Company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The property of the Company shall not be distributed to any shareholder before full payments have been made out of the property in accordance with the preceding paragraph.	~~**Article 198**~~**Article 199** After liquidating the Company's assets and preparing a balance sheet and a schedule of assets, the liquidation committee shall formulate ~~prepare~~ a liquidation plan, which shall be submitted to the shareholders' meeting or the People's Court for ratification. … During the liquidation, the Company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The property of the Company shall not be distributed to any shareholder before full payments have been made out of the property in accordance with the preceding paragraph.
Article 207 Definitions (I) A controlling shareholder refers to a shareholder holding ordinary shares representing 50% or more of the total equity of the Company; or a shareholder who holds less than 50% of the total shares but holds voting rights sufficient to have a significant influence on resolutions of the shareholders' meeting. …	~~**Article 207**~~ **Article 208** Definitions (I) A controlling shareholder refers to a shareholder holding ordinary shares representing more than 50% ~~or more~~ of the total equity of the Company; or a shareholder who holds less than 50% of the total shares but holds voting rights sufficient to have a significant influence on resolutions of the shareholders' meeting. …

Before amendments	After amendments
(III) Connected relationship refers to the relationship between the Company's controlling shareholders, actual controllers, directors, and senior management on the one hand and the enterprises they directly or indirectly control on the other hand, as well as other relationships that may give rise to a transfer of interests of the Company. However, there should be no connected relationship between state-controlled enterprises solely because they are under the common control of the State. (IV) member(s) of the Group refers to the Company and each of its subsidiaries, including any of its branches, as applicable.	(III) Connected relationship refers to the relationship between the Company's controlling shareholders, actual controllers, directors, and senior management on the one hand and the enterprises they directly or indirectly control on the other hand, as well as other relationships that may give rise to a transfer of interests of the Company. However, there should be no connected relationship between state-controlled enterprises solely because they are under the common control of the State. The terms "connected relationship", "connected person", and "connected transaction" shall have the meanings as defined in the Hong Kong Listing Rules. (IV) The independent director(s) shall have the same meaning as the independent nonexecutive director(s) as defined in the Hong Kong Listing Rules. Independent director(s) shall simultaneously satisfy other independence requirements stipulated by both the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's shares are listed. For the purposes of the Articles of Association, the non-executive director refers to a director who holds no position within the Company other than acting as a director, and does not participate in the Company's daily operations, management or administrative affairs; and the executive director refers to a director who participates in the Company's daily operations, management and administrative affairs on a full-time basis. ~~(IV) member(s) of the Group refers to the Company and each of its subsidiaries, including any of its branches, as applicable.~~

Before amendments	After amendments
Article 208 The Board of Directors may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the Articles of Association.	~~**Article 208**~~ **<u>Article 209</u>** The Board of Directors may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the Articles of Association.
Article 209 The Articles of Association are written in Chinese. Where the versions written in any other languages or different versions are in conflict with the Articles of Association, the latest Chinese version registered and filed with the Hangzhou Market Supervision and Administration Bureau shall prevail.	~~**Article 209**~~ **<u>Article 210</u>** The Articles of Association are written in Chinese. Where the versions written in any other languages or different versions are in conflict with the Articles of Association, the latest Chinese version registered and filed with the ~~Hangzhou~~ <u>Zhejiang</u> Market Supervision and Administration Bureau shall prevail.
Article 214 The Articles of Association shall come into force and become effective from the date of the overseas initial public offering of the shares of the Company (H shares) and their listing on the Main Board of the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the Company's original Articles of Association shall automatically become invalid.	~~**Article 214**~~ **<u>Article 215</u>** The Articles of Association shall come into force and become effective from the date of <u>approval by a resolution at the shareholders' meeting</u> ~~the overseas initial public offering of the shares of the Company (H shares) and their listing on the Main Board of the Hong Kong Stock Exchange~~. From the effective date of the Articles of Association, the Company's original Articles of Association shall automatically become invalid.

Hangzhou Diagens Biotechnology Co., Ltd.
杭州德適生物科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2526)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the "**AGM**") of Hangzhou Diagens Biotechnology Co., Ltd. (the "**Company**") will be held by way of a hybrid meeting at Conference Room 1, 9th Floor, Building A, No. 609, Hongfeng Road, Linping District, Hangzhou, Zhejiang, PRC, with online access through an online platform at http://meetings.computershare.com/Diagens_AGM2025 at 2:00 p.m. on Friday, June 26, 2026 for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 4, 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To consider and adopt the 2025 Annual Report.

2. To consider and approve the 2025 Profit Distribution Plan.

3. To consider and approve the 2025 Annual Financial Report.

4. To consider and approve the 2026 Financial Budget Report.

5. To consider and approve the re-appointment of Ernst & Young to be the auditor of the Company for the year 2026 and authorize the Board to determine its remuneration.

SPECIAL RESOLUTIONS

6. To consider and approve the grant of general mandate to the Board to issue new Shares and/or sell or transfer treasury shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares), with the details of the general mandate as set out in the Circular.

7. To consider and approve the grant of general mandate to the Board to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares), with the details of the general mandate as set out in the Circular.

8. To consider and approve the amendments to the Articles of Association.

ORDINARY RESOLUTION

9. To consider and approve the 2026 remuneration package of Directors.

10. To consider and approve the confirmation of the independent Directors of the Company.

By Order of the Board
Hangzhou Diagens Biotechnology Co., Ltd.
Song Ning
Chairman and Executive Director

Hangzhou, the PRC, June 4, 2026

Notes:

(i) The Company will conduct the 2025 Annual General Meeting by way of a hybrid meeting. Both registered Shareholders and non-registered Shareholders can (i) attend the AGM and vote by way of electronic means or physically; or (ii) exercise their right to vote at the AGM by appointing their own proxy or the Company's designated proxy(ies), to act as their proxy. By logging in the dedicated online platform, Shareholders will be able to view a live webcast of the AGM, submit questions, and cast votes in real-time. The online platform will be opened for registered Shareholders and non-registered Shareholders to log in 30 minutes prior to the commencement of the AGM, and only those Shareholders who logged in 5 minutes before the start of the AGM will be entitled to attend and vote at the AGM. The online platform can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the online platform to complete the login procedure and remain logged in until the commencement of and during the AGM. For online voting, Shareholders can refer to the enclosed notification letter and the Online Meeting User Guide for details. Any missed contents as a result of connection issues arise from the Shareholders will not be repeated.

(ii) For the purpose of determining the H Shareholders entitled to attend and vote at the AGM, the register of members of H Shares of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026 (both days inclusive). The record date for determining the entitlement of the H Shareholders to attend and vote at the AGM will be Tuesday, June 23, 2026. In order to qualify for the entitlement to attend and vote at the above AGM, the H Shareholders must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, June 22, 2026 for registration.

(iii) Any Shareholder who intends to appoint a proxy to attend the AGM shall put it in writing, with the proxy form to be signed by the appointor or his/her attorney duly authorized in writing. If the appointor is a corporation, the proxy form must be affixed with its common seal, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointor, the power of attorney or other authorization documents must be notarially certified. The notarially certified power of attorney or other authorization documents together with the proxy form must be delivered to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:00 p.m. on Thursday, June 25, 2026) or any adjournment thereof. Completion and return of the proxy form will not affect the rights of the Shareholders to attend and vote at the AGM in person.

(iv) Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall alone be entitled to vote in respect thereof.

(v) Shareholders shall produce the identity documents and supporting documents in respect of the Shares held when attending the AGM physically. If a corporate Shareholder appoints an authorized representative to attend the AGM physically, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors, director(s), legal representative, or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Company. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the AGM physically.

(vi) The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and food and accommodation expenses. Shareholders (or their proxies) attending the meeting shall procure their identity documents.

(vii) Details of the above resolutions submitted to the AGM for consideration and approval are set out in the Circular in respect of the AGM.

(viii) All times refer to Hong Kong local time, except as otherwise stated.

As of the date of this notice, the Board comprises (i) Dr. Song Ning and Mr. Weng Chih-Hsin (alias Robin Weng) as executive Directors; (ii) Dr. Xu Chen, Dr. Wu Lingqian and Mr. Yang Zehao as non-executive Directors; and (iii) Mr. Cha Yang (alias Stanley Cha), Ms. Zhang Jing and Mr. Wang Kaifeng as independent non-executive Directors.