THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred **Zhejiang Sanhua Intelligent Controls Co., Ltd.**, **should at once**

SANHUA

ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.
浙江三花智能控制股份有限公司

(A

(Stock Code: 2050)

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

21

2 , 202 , 2:00 , 10

, 202

2,

, 202

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浙江三花智能控制股份有限公司

(Stock Code: 2050)

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(Corporate Governance Systems)

(《關於新〈公司法〉配套制度規則實施相關過渡期安排》)

No.	Name of systems	Type
1	[illegible]	[illegible]
2	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]

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Zhejiang Sanhua Ihar8TD(Y)1(the)-52ein miCinmiCi.oting Saa

ZHEJIANG SANHUA INTELLIGENT CONTROLS CO., LTD.

浙江三花智能控制股份有限公司

(Stock Code: 2050)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN ... 202 ... (... **EGM**) ... (... **Company**) ... 21 ... 2, 202 ... 2:00 ...

SPECIAL RESOLUTION:

1. ...

ORDINARY RESOLUTIONS:

2. ...

3. ... 202 ...

Zhejiang Sanhua Intelligent Controls Co., Ltd.
Zhang Yabo

..., 202

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

[illegible]

[illegible]

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

[illegible]

6. Miscellaneous

(1) [illegible]

(2) [illegible]

[illegible] 21 [illegible]

[illegible]

[illegible] (張宇青)

(3) [illegible]

A [illegible] C [illegible] M[illegible] HA[illegible] G [illegible] (C[illegible] B[illegible]), M[illegible] A[illegible] G[illegible] D[illegible], M[illegible] I[illegible] M[illegible] CHE[illegible]; [illegible] C[illegible] M[illegible] HA[illegible] G[illegible] M[illegible] E[illegible] J[illegible]; [illegible] C[illegible] M[illegible] BA[illegible] E[illegible], M[illegible] HI J[illegible], M[illegible] A[illegible] M[illegible] GE J[illegible].

1. COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. 股東大會 股東會 種類 類別

2.

3.

Before Amendment	After Amendment
Article 1 (浙江三花智能控制股份有限公司)	**Article 1** (浙江三花智能控制股份有限公司) **employees**

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

Before Amendment	After Amendment
New Article	**Article 9 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.** **Restrictions on the authority of the legal representative imposed by the Articles or the general meeting shall not be enforceable against bona fide counterparty.** **If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the laws or the Articles.**
Article 9 [illegible] **held** [illegible] **assets**.	**Article 10** [illegible] **subscribed** [illegible] **properties**.
Article 10 [illegible]	**Article 11** [illegible]

Before Amendment	After Amendment
Article 11 [illegible] **technical officer**, [illegible] **the person in charge of financial affairs**.	**Article 12** [illegible] **chief executive officer**, [illegible], **chief engineer**, [illegible], **chief financial officer**, **and other personnel stipulated in the Articles**.
Article 15 [illegible]	**Article 16** [illegible]
Article 16 [illegible] **the shares** [illegible]	**Article 17** [illegible] **par value shares** [illegible]

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

Before Amendment	After Amendment
Article 21 [illegible] (i) **Public** [illegible] (ii) **Non-public** [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] **permitted** [illegible].	**Article 22** [illegible] (i) [illegible] **to non-specially designated investors** (ii) [illegible] **to specially designated investors** (iii) [illegible] (iv) [illegible] (v) [illegible] **prescribed** [illegible] **relevant regulatory authorities**.
Article 22 [illegible].	**Article 23** [illegible]

Before Amendment	After Amendment
Article 23 .... (III) (V) (V) (VI)	**Article 24** .... (III) **Use shares** (V) (V) (VI)
Article 24 (III), (V) (VI) **of Article 23**	

Before Amendment	After Amendment
Article 25 ( ) ( ) **of Article 23** ( ), ( ) ( ) **of Article 23** … **Article 23** … ( ) 10 … ( ) ( ) … ( ), ( ) ( ) … 10% **total** …	**Article 26** … **pursuant to** ( ) ( ) **in the first paragraph of Article 24** … ( ), ( ) ( ) **in the first paragraph of Article 24** … **the first paragraph of Article 24** … ( ) 10 … ( ) ( ) … ( ), ( ) ( ) … 10% **total number of** …
Article 26 … **may** ……	**Article 27** … **shall** ……
Article 27 …	**Article 28** …

Before Amendment	After Amendment
Article 28	**Article 29**
2 %	2 % **of the same class**
200	200

Before Amendment	After Amendment
Article 29 % % 0	**Article 30** % % **CSRC**. 0

Before Amendment	After Amendment
Article 30 [illegible]	**Deleted Article**
Article 31 [illegible]	**Deleted Article**
Article 32 [illegible]	**Article 31** [illegible] **and settlement** [illegible] **The register of members shall be sufficient evidence of the shareholders' shareholding in the Company.** [illegible]

Before Amendment	After Amendment
Article 34 [illegible] (i) [illegible] (ii) [illegible] ~~(iii) [illegible]~~ (iv) [illegible], **advising on** [illegible] (v) [illegible]	

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

Before Amendment	After Amendment
	Where the people's court makes a judgment or ruling on a relevant matter, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, the requirements of the securities regulatory rules of the places where the Company's shares are listed, fully explain the impact, and actively cooperate with the enforcement of the judgment or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.
New Article	**Article 36 Resolutions of a general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:** **(I) the resolution was not made by a general meeting or a board meeting;** **(II) the resolution was not voted on at a general meeting or a board meeting;** **(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles;** **(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles.**

Before Amendment	After Amendment
Article 37 [illegible] 1% [illegible] 1 7 0 [illegible] **board of supervisors** [illegible] **board of supervisors** [illegible] **a** [illegible] [illegible] **board of supervisors** [illegible] 0 [illegible]	**Article 37** [illegible] **other than members of the audit committee** [illegible] 1% [illegible] 1 7 0 [illegible] **audit committee** [illegible] **members of the audit committee** [illegible] **the above-mentioned** [illegible] [illegible] **audit committee** [illegible] 0 [illegible]

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

Before Amendment	After Amendment
Article 39	**Article 39**

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

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

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

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

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

Before Amendment	After Amendment
Article 42 [illegible] ………	**Article 45 The general meeting of the Company shall comprise all the shareholders.** [illegible] [illegible] **directors'** [illegible] [illegible] **that undertake the audit of the Company** [illegible] ………

Before Amendment	After Amendment
([illegible]) [illegible]	([illegible]) [illegible] **The general meeting may authorize the board of directors to resolve on the issuance of corporate bonds.**
Article 43 [illegible] …… ([illegible]) [illegible] 0% [illegible] ([illegible]) [illegible] **where the cumulative guarantee amounts over the past 12 months** [illegible] 0% [illegible] ([illegible]) [illegible] 0% [illegible] ……	**Article 46** [illegible] …… ([illegible]) [illegible] 0% [illegible] ([illegible]) [illegible] **provided by the Company to others, where the amount of guarantees within one year** [illegible] 0% [illegible] ([illegible]) [illegible] 0% [illegible] ……

Before Amendment	After Amendment
Article 44	**Article 47**
Article 45	**Article 48**
(i)	(i) **number**
(ii)	(ii)
(iii) 10%	(iii) 10% **shares of the Company**
(iv)	(iv)
(v) **board of supervisors**	(v) **audit committee**
(vi)	(vi)

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

Before Amendment	After Amendment
Article 49 **board of supervisors** **board of supervisors**. **board of supervisors**	**Article 52** **audit committee** **audit committee**. **audit committee**

Before Amendment	After Amendment
Article 50 10%	**Article 53** 10%
10% **board of supervisors**	10% **audit committee**

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

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

Before Amendment	After Amendment
[illegible]	[illegible]
Article 56 [illegible] ([illegible] .) 21 [illegible] ([illegible] .) 1 [illegible] [illegible]	**Article 59** [illegible] ([illegible] .) 21 [illegible] **or the date as required by the place where the shares of the Company are listed (whichever is earlier)**, [illegible] ([illegible] .) 1 [illegible] **or the date as required by the place where the shares of the Company are listed (whichever is earlier)**. [illegible]

Before Amendment	After Amendment
Article 58	**Article 61**

Before Amendment	After Amendment
Article 59 [illegible] **trading** [illegible]	**Article 62** [illegible] **working** [illegible]
Article 62 [illegible]	**Article 65** [illegible]

Before Amendment	After Amendment
[illegible]	[illegible]
Article 63 [illegible] (i) [illegible] (ii) ~~[illegible]~~ (iii) [illegible] (iv) [illegible] (v) [illegible]	**Article 66** [illegible] (i) **the name of the principal and the class and number of shares held in the company;** (ii) [illegible] (iii) **specific instructions from shareholders, including** [illegible]**, etc.** (iv) [illegible] (v) [illegible]

Before Amendment	After Amendment
Article 64 [illegible]	**Deleted Article**
Article 65 [illegible] ~~[illegible]~~	**Article 67** [illegible] ......
Article 66 [illegible] ([illegible]), [illegible] ([illegible]) [illegible]	**Article 66** [illegible] ([illegible]), [illegible] ([illegible]) [illegible]

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

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

Before Amendment	After Amendment
Article 77 ~~1/2~~ 27	**Article 80** **a majority** 27
Article 78	**Article 81**

Before Amendment	After Amendment
Article 79 [illegible]	**Article 82** [illegible]
(i) [illegible]	(i) [illegible]
(ii) [illegible]	(ii) [illegible] **spin-off, and liquidation** [illegible]
(iii) ~~[illegible]~~	(iii) [illegible]
(iv) [illegible] 0% [illegible]	(iv) [illegible] **provided to others** [illegible] 0% [illegible]
(v) [illegible]	(v) [illegible]
(vi) ~~[illegible]~~	(vi) [illegible]
(vii) ~~[illegible]~~	
(viii) ~~[illegible]~~	

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

Before Amendment	After Amendment
[illegible]	

Before Amendment	After Amendment
Article 84	

Before Amendment	After Amendment
[illegible] 1% [illegible] [illegible] 1% [illegible]	(III) The candidates for directors shall undertake to the Company in written prior to the general meeting, including but not limited to, agreeing to accept the nomination, undertaking that the information submitted about themselves are true and complete, and warranting that they will duly perform the duties upon successful election. The nominated candidates for independent directors shall make a public statement confirming that there are no relationships between himself or herself and the Company that would affect his or her ability to make independent and objective judgments. The board of directors shall announce the above in accordance with the relevant regulations.

Before Amendment	After Amendment
Article 85 … **must** … 0% … ( ) … …… … ……	**Article 87** … **shall** … **when** **of the Company** … 0% … ( ) … …… … ……

Before Amendment	After Amendment
Article 90 [illegible] **are interested in** [illegible] [illegible] [illegible]	**Article 92** [illegible] **has connected relationship with** [illegible] [illegible] **(or other relevant persons appointed in accordance with the Hong Kong Listing Rules)** [illegible] [illegible]

Before Amendment	After Amendment
Article 91 [illegible] [illegible]	**Article 93** [illegible] [illegible]
Article 96 [illegible]	**Article 98** [illegible]

Before Amendment	After Amendment
CHAPTER 5 [illegible]	**CHAPTER 5 DIRECTORS AND** [illegible]
Section 1 [illegible]	**Section 1 General Rules for** [illegible]
Article 98 [illegible] **107** [illegible] ([illegible]). [illegible] (i) [illegible] (ii) [illegible] ……	**Article 100** [illegible] **109** [illegible] ([illegible]). [illegible] (i) [illegible] (ii) [illegible] ……

Before Amendment	After Amendment
[illegible]	[illegible]
[illegible]	[illegible]
[illegible]	[illegible] **etc.** [illegible]
[illegible]	[illegible]
[illegible] **shall** [illegible]	[illegible] **will** [illegible] **cease his/her duties** [illegible]

Before Amendment	After Amendment
Article 99 [illegible]	**Article 101** [illegible] **may be removed by the general meeting before expiry of the term of office.** [illegible] 1/2 [illegible]

Before Amendment	After Amendment
[illegible] [illegible] 1/2 [illegible] [illegible]	**The Company shall have 1 employee representative director.** [illegible]**, which shall not be subject to the general meeting for deliberation**.

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

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

Before Amendment	After Amendment
	The provisions of item (IV) of paragraph 2 of this Article shall apply to the close relatives of directors and senior management, enterprises directly or indirectly controlled by directors or senior management or their close relatives, and associated persons of other related relations with directors or senior management, who have entered into contracts or conduct transactions with the Company.
Article 101 [illegible] …… ( ) [illegible] ( ) [illegible] **board of supervisors** [illegible] **board of supervisors or the supervisors** ( ) [illegible]	**Article 103** [illegible] **the provisions of** [illegible]**, bear the duty of diligence towards the Company,** [illegible] **perform duties with reasonable care ordinarily exercised by managers in the best interests of the Company.** **Directors** [illegible] …… ( ) [illegible] ( ) [illegible] **audit committee** [illegible] **audit committee** ( ) [illegible]

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

Before Amendment	After Amendment
Article 104 [illegible]	

Before Amendment	After Amendment
Article 107 [illegible] (《獨立非執行董事制度》) [illegible] [illegible]	**Deleted Article**

Before Amendment	After Amendment
Article 109 [illegible]	**Article 111** [illegible]**, who shall be elected by a majority of all directors of the board of directors**.
Article 110 [illegible] …… ~~[illegible]~~ …… [illegible]	

Before Amendment	After Amendment
Article 113 [illegible] [illegible] (I) [illegible] 0% [illegible] 0% [illegible] (II) [illegible] 0% [illegible] (III) [illegible] 20% [illegible]	**Article 115** [illegible] **and external donations,** [illegible] [illegible] **consider and approve the following matters:** **(I) Other external guarantee matters not**

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

Before Amendment	After Amendment
	4. The net profit related to the transaction subject (such as equity) in the most recent accounting year accounts for more than 10% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB1 million. But if it is more than 50% of the audited net profit of the Company in the most recent accounting year, and the absolute amount exceeds RMB5 million, such transaction shall be submitted to the general meeting for consideration; **5. The transaction amount (including debt and expenses assumed) is more than 10% of the latest audited net assets of the Company, and the absolute amount exceeds RMB10 million. But if it is more than 50% of the latest audited net profit of the Company, and the absolute amount exceeds RMB50 million, such transaction shall be submitted to the general meeting for consideration;**

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

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

Before Amendment	After Amendment
Article 116 [illegible]	**Article 118** [illegible] **a majority** [illegible]
Article 117 [illegible] 1, [illegible]	**Article 119** [illegible] 1, [illegible]
Article 118 [illegible] **supervisory committee** [illegible]	**Article 120** [illegible] **audit committee** [illegible]

Before Amendment	After Amendment
Article 122 [illegible]	**Article 124** [illegible] **or any individual** [illegible]**, such director shall promptly file a written report to the board of directors. The related director** [illegible]
New Article	**Article 125 Resolutions of the board of directors shall be voted by way of casting written votes or a show of hands.** **To the extent that the directors are guaranteed the right to fully express their opinions, the extraordinary meetings of the board of directors may be conducted and resolutions be made by means of telecommunication, and such resolutions shall be signed by the directors in attendance.**
New Article	**Section 3 Independent Directors**

Before Amendment	After Amendment
New Article	**Article 129 Independent directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles, earnestly perform their duties, play the roles of participating in decision-making, supervising, checking and balancing, and professional consultation in the board of directors, safeguard the interests of the Company as a whole and protect the legitimate rights and interests of minority shareholders.**
New Article	**Article 130 Independent directors shall maintain their independence. The following persons shall not serve as independent directors:** **(I) employees of the Company or its subsidiaries, and their spouse, parents and children, and major social relatives;** **(II) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or who rank among the top ten shareholders of the Company, as well as their spouses, parents and children;** **(III) employees of those shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or employees of the top five shareholders of the Company, as well as their spouses, parents and children;**

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

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

Before Amendment	After Amendment
New Article	**Article 131** An independent director of the Company shall meet the following conditions: (I) having the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions; (II) complying with the independence requirements set forth in the Articles; (III) having basic knowledge about the operation of a listed company and being familiar with the relevant laws, regulations and rules; (IV) having at least five years of work experience in law, accounting or economics necessary to perform the duties of an independent director; (V) possessing good personal integrity be condiuct complying with the independence requirements dfeedompany ane aisted (IVI) ,omplying r a

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

Before Amendment	After Amendment
New Article	Article 133 Independent directors shall exercise the following special functions and powers: (I) independently engaging an intermediary organization to audit, consult or verify specific matters of the Company; (II) proposing to the board of directors the convening of an extraordinary general meeting; (III) proposing the convening of a meeting of the board of directors; (IV) openly soliciting shareholders' rights in accordance with the law; (V) expressing independent opinions on matters which may prejudice the interests of the Company or minority shareholders; (VI) performing other functions and powers as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles. Independent directors shall obtain the consent of more than half of all the independent directors before exercising the functions and powers listed in items (I) to (III) of the preceding paragraph. If an independent director exercises the powers listed in the first paragraph, the Company shall disclose it in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Before Amendment	After Amendment
New Article	**Article 134 The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all independent directors of the Company:** **(I) related transactions that shall be disclosed;** **(II) any plans of the Company and related parties to change or waive their commitments;** **(III) the decisions made and measures taken by the board of directors of the acquired listed company regarding the acquisition;** **(IV) other matters as stipulated under the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles.**

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

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

Before Amendment	After Amendment
New Article	**Article 138 The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the board of directors for consideration with the consent by more than half of all members of the audit committee:** **(I) disclosure of financial information in the financial accounting reports and regular reports, and the evaluation reports on internal control;** **(II) engagement or dismissal of the accounting firm that conducts auditing for the listed company;** **(III) appointment or dismissal of the chief financial officer of the listed company;** **(IV) changes in accounting policies, accounting estimates or correction of significant accounting errors for reasons other than changes in accounting standards;** **(V) other matters as stipulated under the laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the places where the Company's shares are listed and the Articles.**

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

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

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

Before Amendment	After Amendment
Article 130 [illegible] …… ( ) [illegible] **technical officer and financial officer** ( ) [illegible] ……	**Article 147** [illegible] …… ( ) [illegible] **chief engineer and chief financial officer** ( ) [illegible] ……
Article 132 [illegible] …… ( ) [illegible] ~~[illegible]~~ ( ) [illegible]	**Article 149** [illegible] …… ( ) [illegible] ( ) [illegible]
Article 133 [illegible]	**Article 150** [illegible]

Before Amendment	After Amendment
Article 136 [illegible]	

Before Amendment	After Amendment
CHAPTER 8 [illegible]	**CHAPTER 7** [illegible] **AND** [illegible]
Article 152 [illegible]	

Before Amendment	After Amendment
Article 154 10% 0% ...... **must**	**Article 158** 10% 0% ...... **Company Law**, **shall** ; **if the Company consequentially incurs losses, the shareholders and the responsible directors and senior management shall bear the compensation liability**. ......
Article 155 2 %	**Article 159** **registered** **In the case that reserves are used to cover the Company's losses, the discretionary reserve and the statutory reserve shall be first used; if they still cannot cover the Company's losses, the capital reserve may be used in accordance with the regulations.** **to increase the registered** 2 %

Before Amendment	After Amendment
Article 157 [illegible]	**Article 161** [illegible]
( ) [illegible]	( ) [illegible]
……	……
2. [illegible] **board of supervisors** [illegible]	2. [illegible] **audit committee** [illegible]
……	……
( ) [illegible]	( ) [illegible]
……	……
[illegible] **board of supervisors** [illegible] **supervisors** [illegible]	[illegible] **audit committee** [illegible] **members of the audit committee** [illegible]
……	……

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

Before Amendment	After Amendment
New Article	**Article 165 The internal audit institution is responsible for the specific organization and implementation of the Company's internal control evaluation. According to the evaluation report and relevant information issued by the internal audit institution and reviewed by the audit committee, the Company issues the annual internal control evaluation report.**
New Article	**Article 166 When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institutions shall actively cooperate and provide necessary support and cooperation.**
New Article	**Article 167 The audit committee shall participate in the assessment of the person in charge of internal audit.**
Article 161 [illegible]	**Article 169** [illegible] **and removal** [illegible]
Article 169 [illegible] 1. 1.	**Deleted Article**
Article 171 [illegible]	**Article 178** [illegible] **solely on that account**.

Before Amendment	After Amendment
Article 176 [illegible]	**Article 184** [illegible] **or on the National Enterprise Credit Information Publicity System** [illegible]

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

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

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

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

Before Amendment	After Amendment
Article 184 ... 0 ... 0	**Article 195** ... **or on the National Enterprise Credit Information Publicity System** ... 0 ... 0 ... .
Article 185 ...	**Article 196** ...

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

Before Amendment	After Amendment
Article 190 **shall** ...... ( ) ( )	**Article 201** **will** ...... ( ) ( )
Article 194 ( ) 0% 0%	**Article 205** ( ) 0% **or** 0%

Before Amendment	After Amendment
(ii) [illegible] (iii) [illegible]	(ii) [illegible] (iii) [illegible] ......
Article 195 [illegible] **formulate** [illegible]	**Article 206** [illegible] **formulate** [illegible]
Article 196 [illegible]	

Before Amendment	After Amendment
Article 197 [illegible] **“under”**, [illegible]	**Article 208** [illegible] **or** [illegible] **“over”**, [illegible]

[illegible]

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

[illegible]

1. [illegible] 股東大會 [illegible] 股東會 [illegible]

2. [illegible]

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

Before Amendments	After Amendments
Rule 8 **board of supervisors** [illegible]	**Rule 9** **audit committee** [illegible] **the listing rules of the places where the Company's shares are listed** [illegible]
[illegible] **board of supervisors** [illegible]	[illegible] **audit committee** [illegible]
[illegible] **board of supervisors** [illegible]	[illegible] **written** [illegible] **audit committee** [illegible]

Before Amendments	After Amendments
Rule 9 [illegible] 10% [illegible] [illegible] [illegible] 10 [illegible] 10 [illegible] **board of supervisors** [illegible] [illegible] **board of supervisors** [illegible] [illegible] **board of supervisors** [illegible] 10 [illegible] 0 [illegible]	

Before Amendments	After Amendments
Rule 10 **board of supervisors** ( ) **stock exchanges**. 10% **board of supervisors**	

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

Before Amendments	After Amendments
Rule 15 [illegible] ([illegible] .) 21 [illegible], [illegible] ([illegible] .) 1 [illegible].	**Rule 16** [illegible] ([illegible] .) 21 [illegible] **(or the date as required by the place where the shares of the Company are listed, whichever is earlier)**, [illegible] ([illegible] .) 1 [illegible] **(or the date as required by the place where the shares of the Company are listed, whichever is earlier)**.
Rule 16 [illegible]	**Rule 17** [illegible]

Before Amendments	After Amendments
Rule 17 [illegible] …… [illegible]	**Rule 18** [illegible] …… [illegible]

Before Amendments	After Amendments
Rule 18	**Rule 19** **the time and venue of the meeting, and determine the record date.**

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

Before Amendments	After Amendments
Rule 22 [illegible]	Rule 23 [illegible]
Rule 23 [illegible]	Rule 24 [illegible] **Shareholders attending the general meeting shall be entitled to one vote for each share held. Shares held by the Company have no voting rights.**
Rule 26 ~~[illegible]~~	**Rule 27 Where the general meeting requests the director or senior management to attend the meeting, the director or senior management shall attend the meeting and subject to questioning by shareholders.**

Before Amendments	After Amendments
Rule 27 [illegible] [illegible] **board of supervisors** [illegible] **board of supervisors**. [illegible] **board of supervisors** [illegible], **a supervisor** [illegible] **supervisors** [illegible] [illegible] [illegible]	**Rule 28** [illegible] [illegible] **audit committee** [illegible] **audit committee**. [illegible] **audit committee** [illegible], **a member of the audit committee** [illegible] **members of the audit committee** [illegible] [illegible] **the convener or** [illegible] [illegible]
Rule 28 [illegible]	**Rule 29** [illegible] **Each** [illegible]

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

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

Before Amendments	After Amendments
Rule 32 [illegible] [illegible] **must** [illegible] 0% [illegible] 0 01 0 01	

Before Amendments	After Amendments
Rule 34 [illegible]	**Rule 35** [illegible] **if** [illegible]
Rule 37 [illegible] [illegible] ……	**Rule 38** [illegible] [illegible] **and** [illegible] **(or other relevant persons appointed under the Hong Kong Listing Rules) in accordance with the listing rules of the place where the shares of the Company are listed** [illegible]**, and shall announce the voting results on the spot**. ……
Rule 38 [illegible] [illegible]	**Rule 39** [illegible] [illegible]

Before Amendments	After Amendments
Chapter 5 Voting and Resolutions of General Meetings	**Deleted**
Rule 41 [illegible]	**Deleted Rule**
Rule 42 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] (vi) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 43 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] 0% [illegible] (v) [illegible] (vi) [illegible] (vii) [illegible] (viii) [illegible] (ix) [illegible] (x) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
[illegible]	

Before Amendments	After Amendments
Rule 44 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 47 [illegible]	**Rule 44** [illegible]
Rule 48 [illegible]	**Rule 45** [illegible] **proposal** [illegible]
Rule 49 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 50 [illegible] [illegible] [illegible] 0 [illegible]	**Rule 46** [illegible] [illegible] [illegible] 0 [illegible] **However, this does not apply if such procedures for convening the general meeting, or the voting thereat, have only minor flaws that have no substantial impact on the resolution.** **If the board of directors, shareholders and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolutions of the general meeting. The Company, its directors and senior management shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.**

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

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

[illegible]

1. [illegible] 股東大會 [illegible] 股東會 [illegible]

2. [illegible]

Before Amendments	After Amendments
Chapter 1 General Provisions	**Deleted**
Rule 1 [illegible] (浙江三花智能控制股份有限公司) [illegible] **amended** [illegible]	**Rule 1** [illegible] (浙江三花智能控制股份有限公司) [illegible] **formulated** [illegible]

Before Amendments	After Amendments
[illegible] 1 [illegible] ([illegible]).	[illegible] 1 [illegible] (the "Hong Kong Listing Rules") [illegible] ([illegible]).
Rule 3 [illegible]	**Rule 3** [illegible]
Rule 4 [illegible]	**Deleted Rule**
Chapter 2 Composition of the Board of Directors	**Deleted**

Before Amendments	After Amendments
Rule 8 [illegible]	**Rule 7** [illegible] **shall** [illegible] **management and ESG**, [illegible]

Before Amendments	After Amendments
Rule 9 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] (vi) [illegible] (vii) [illegible] (viii) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
[illegible]	
[illegible]	
[illegible]	
[illegible]	
[illegible]	
[illegible]	
[illegible]	
[illegible]	

Before Amendments	After Amendments
[illegible]	

Before Amendments	After Amendments
Rule 10	**Deleted Rule**
Rule 11	**Deleted Rule**
Chapter 3 Directors	**Deleted**
Rule 12	**Deleted Rule**

Before Amendments	After Amendments
Rule 13 [illegible]	

Before Amendments	After Amendments
Rule 14 [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 15 [illegible]	

Before Amendments	After Amendments
[illegible]	

Before Amendments	After Amendments
Rule 17 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
([illegible]) [illegible] ([illegible]) [illegible]	
Rule 18 [illegible]	**Deleted Rule**
Rule 19 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 22 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 23 [illegible]	**Deleted Rule**
Rule 24 [illegible]	**Deleted Rule**
Chapter 4 Independent Directors	**Deleted**

Before Amendments	After Amendments
Rule 25 [illegible]	**Deleted Rule**
Rule 26 [illegible]	**Deleted Rule**
Rule 27 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 28 [illegible] (i) [illegible] (ii) [illegible] 2 [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] (vi) [illegible] (vii) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 29 [illegible] (i) [illegible] [illegible] (ii) [illegible] 1% [illegible] (iii) [illegible] % [illegible] (iv) [illegible] (v) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
[illegible]	

Before Amendments	After Amendments
Rule 30 [illegible] (i) [illegible] 1% [illegible] [illegible] (ii) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
(iii) [illegible]	

Before Amendments	After Amendments
Rule 31	**Deleted Rule**

Before Amendments	After Amendments
Rule 32 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 33	

Before Amendments	After Amendments
[illegible]	
Rule 34 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 35 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 36 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 37 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 38 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 39 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] (vi) [illegible] (vii) [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 40 [illegible]	**Deleted Rule**
Rule 41 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 42 [illegible]	**Deleted Rule**
Rule 43 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible]	**Deleted Rule**

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

Before Amendments	After Amendments
Rule 51 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 52 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible]	**Deleted Rule**
Rule 53 [illegible]	**Deleted Rule**
Rule 54 [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Chapter 7 Rules for the Meeting of the Board of Directors	**Deleted Rule**
Rule 55 [illegible] **twice** [illegible] ~~[illegible]~~ [illegible] [illegible] **board of supervisors** [illegible]	**Rule 11** [illegible]

Before Amendments	After Amendments
Rule 56 [illegible] (i) [illegible] (ii) [illegible] (iii) [illegible] (iv) [illegible] (v) [illegible] (vi) [illegible] [illegible] 1. [illegible] 2. [illegible] 3. [illegible] 4. [illegible] [illegible] [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
[illegible]	

Before Amendments	After Amendments
Rule 57 [illegible] 10 [illegible]	**Deleted Rule**
Rule 58 [illegible]	**Rule 13** [illegible]

Before Amendments	After Amendments
[illegible]	[illegible]

Before Amendments	After Amendments
~~(iii) [illegible]~~ ~~1. [illegible]~~ ~~2. [illegible]~~ ~~3. [illegible]~~ ~~4. [illegible]~~	
Newly Added Rule	**Rule 14 A notice of board meeting shall contain the following:** **1. date and venue of the meeting;** **2. duration of the meeting;** **3. reasons and subjects for discussion;** **4. date of notice.**
Rule 59 ~~[illegible]~~ [illegible] ~~[illegible]~~	**Rule 15** [illegible] **The chief executive officer shall attend the board meeting. Where necessary, other relevant persons whom the presider of the meeting believes need to attend the meeting may be notified to attend the meeting.**

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

Before Amendments	After Amendments
Newly Added Rule	**Rule 17 When a director authorizes other director or is authorized to attend the board meeting, the following principles shall be followed:** **(1) when considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either;** **(2) the independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either;** **(3) the directors shall not fully authorize other directors to attend the meeting without giving their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept the full authorization or the unclearly defined authorization;** **(4) one director shall not accept the authorizations of more than two directors while a director cannot authorize a director who has been authorized by other two directors to attend the meeting.**

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

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

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

Before Amendments	After Amendments
Rule 61 [illegible]	

Before Amendments	After Amendments
Newly Added Rule	**Rule 21 After the completion of voting by the directors attending the meeting, the relevant staff of the office of the board of directors shall count the votes promptly.** **If the meeting is held physically, the presiding officer shall announce the result on the spot. In other cases, the presiding officer shall request the secretary of the board of directors to notify the directors of the voting results before the next business day after the expiration of the prescribed time limit for voting.** **If a director votes after the presiding officer announces the voting result or after the expiration of the prescribed time limit for voting, his or her vote shall not be counted.**
Newly Added Rule	**Rule 22 Except for the situations specified in Rule 23 in these Rules, the affirmative votes of more than half of all the directors of the Company is required for the board of directors to consider and approve a proposal and form the relevant resolution. Where the laws, administrative regulations,(egu-36740.04Tc8(s** **the27283.ArticRulry32864.2fhe27283.AssoCiittipaon** **d**

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

Before Amendments	After Amendments
Newly Added Rule	**Rule 25 When more than half of the participating directors or more than two independent directors believe that they cannot make a judgment on the relevant matters because the proposal is not clear, specific, or because of inadequate meeting materials and other reasons, the meeting presider shall ask for suspension of voting on the topic in the meeting.** **The directors who propose to suspend voting shall provide explicit prerequisites for the proposal to be resubmitted for consideration.**
Rule 62 [illegible] [illegible] [illegible] [illegible]	**Deleted Rule**

Before Amendments	After Amendments
Rule 63 [illegible]	**Deleted Rule**
Rule 64 [illegible]	**Rule 26** [illegible] **maintain minutes of the meetings so as to record the decisions on the matters considered.** [illegible]

Before Amendments	After Amendments
Rule 65 [illegible]	**Deleted Rule**
Rule 66 [illegible] (1) [illegible] (2) [illegible] (3) [illegible] (4) [illegible] [illegible]	**Rule 27** [illegible] (1) [illegible] (2) [illegible] (3) [illegible] (4) [illegible] **(5) the** [illegible]

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

Before Amendments	After Amendments
Rule 75	**Rule 37** **are** **, and the same shall apply when they are amended**.

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 [illegible] (浙江三花智能控制股份有限公司) (**Company**), [illegible] (**Company Law**), [illegible] (**Measures for the Administration of Independent Directors**), [illegible] 1 [illegible] (**Hong Kong Listing Rules**) [illegible] (**Articles of Association**), [illegible]

Article 2 [illegible]

CHAPTER 2 QUALIFICATIONS FOR APPOINTMENT AND REMOVAL

Article 5

(i)

(ii) 1%

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(vii) (i) (vi)

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[illegible]

Article 6 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible]

Article 7 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

(v) [illegible] 12 [illegible]

(vi) [illegible]

Article 8

Article 9 .10(2)

(i)

(ii)

(iii)

CHAPTER 3 NOMINATION, ELECTION AND CHANGE

Article 10

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Article 11

Article 12

12

Article 13

Article 14

Article 15

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Article 16

CHAPTER 4 DUTIES AND MODALITIES OF PERFORMANCE

Article 17

(i)

(ii)

[illegible]

Article 19 [illegible]

Article 20 [illegible]

Article 21

Article 22

(special meetings of independent directors). 1 1 20

Article 23

Article 28

CHAPTER 5 PERFORMANCE GUARANTEE

Article 29

Article 30

Article 31

Article 32

Article 33

Article 34

Article 35

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 36

Article 37

(i) %

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(ii)

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(iii)

(iv)

(v)

Article 38

Article 39

Article 40

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 (浙江三花智能控制股份有限公司) (**Company**) (**Securities Law**), (**Securities Listing Rules**), 1 (**Guidelines on the Standardized Operation**), (**Stock Exchange**) (**Hong Kong Listing Rules**)

Article 2 (1,),

Article 3

Article 4

CHAPTER 2 RELATED PARTIES AND RELATED RELATIONSHIP

Article 5

Article 6

Article 7

Article 8

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(2) (**Trustee**)

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Article 10

CHAPTER 3 RELATED-PARTY TRANSACTIONS

Article 14

Article 15 [illegible]

Article 16

(I)

(II)

(III)

(IV)

(V)

Article 17

Article 18

CHAPTER 4 DECISION-MAKING PROCEDURES FOR RELATED-PARTY TRANSACTIONS

Article 19 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

Article 20 [illegible]

Article 21 [illegible]

Article 22 [illegible]

Article 23

(i)

(ii)

(iii)

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4. ( )

Article 24

Article 25

Article 26

Article 27 [illegible]

( ) [illegible] ( )(( ))-1 21. ( )-2 2, 0. (( ),)1, [illegible]

Article 28 [illegible] 2 [illegible] 12- [illegible]

(i) [illegible]

(ii) [illegible]

Article 29 [illegible]

(i) [illegible]

(ii) [illegible] ([illegible]) [illegible]

(iii) [illegible]

Article 30 [illegible]

Article 31 [illegible]

(i) [illegible]

(ii) [illegible] ([illegible]).

(iii) [illegible]

(iv) [illegible]

(v) [illegible]

(vi) [illegible] Management Measures [illegible]

(vii) [illegible]

Article 32

Article 33

Article 34

Article 35

CHAPTER 5 DISCLOSURE OF RELATED-PARTY TRANSACTIONS

Article 36

Article 37

Article 38

Article 39

Article 40

Article 41

Article 42 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

(iv) [illegible]

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 43 [illegible]

Article 44 [illegible]

Article 45 [illegible]

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[illegible] 202

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 [illegible] (浙江三花智能控制股份有限公司) [illegible] **Company**), [illegible] **Company Law**), [illegible] **Securities Law**), [illegible] **Securities Listing Rules**), [illegible] 1 [illegible]

Article 2 [illegible]

[illegible]

Article 3

Article 6 ... (... **Tripartite Agreement**...)

(i) ...

(ii) ...

(iii) ... 0 ... 20% ...

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CHAPTER 3 USE OF THE PROCEEDS

Article 7

Article 8

Article 9

Article 10

Article 11

Article 12

(i)

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(iii) 0%

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Article 13

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Article 16

Article 19

12

Article 20

CHAPTER 4 CHANGE OF PROCEEDS-FUNDED PROJECTS

Article 23

(i)

(ii)

(iii)

(iv)

Article 24

Article 25

Article 26

Article 27

Article 28 [illegible]

(i) [illegible]

(ii) [illegible]

(iii) [illegible]

CHAPTER 5 MANAGEMENT AND SUPERVISION OF THE PROCEEDS

Article 29 [illegible]

[illegible]

Article 30 [illegible]

Article 31 [illegible] 0%, [illegible]

Article 32

Article 33

Article 36

Article 37

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 [illegible] (浙江三花智能控制股份有限公司) (**Company**), [illegible]

Article 2 [illegible] (**Shenzhen Stock Exchange**).

[illegible] (**Online Voting System**) [illegible]

[illegible]

[illegible] (**Information Company**) [illegible]

Article 3 [illegible]

Article 4 [illegible]

Article 5 [illegible]

CHAPTER 2 PREPARATION FOR ONLINE VOTING

Article 6

Article 7

Article 14

HKSCC

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

Article 15

Article 16

Article 17

Article 18

Article 19

Article 20

Article 21

Article 22

Article 23

Article 24

Article 25

Article 26

Article 27

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 28

Article 29

Article 30

Article 31

Article 32

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 [illegible] (浙江三花智能控制股份有限公司) [illegible] **Company**

CHAPTER 2 PRINCIPLES FOR EXTERNAL INVESTMENT

Article 5

(i)

(ii)

(iii)

CHAPTER 3 APPROVAL AUTHORITY FOR EXTERNAL INVESTMENT

Article 6

Article 7

(i)

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2. 10% 10

3. 10% 10

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Article 8

Article 9

CHAPTER 4 ORGANIZATIONS AND RESPONSIBILITIES FOR EXTERNAL INVESTMENT

Article 10 [illegible]

Article 11 [illegible]

Article 12 [illegible]

Article 13 [illegible]

Article 14 [illegible]

Article 15 [illegible]

CHAPTER 5 IMPLEMENTATION AND MANAGEMENT OF EXTERNAL INVESTMENT

Article 16

Article 17

Article 18

Article 19

Article 20

Article 21

Article 22

(i)

(ii)

(iii)

[illegible]

[illegible]

Article 23 [illegible]

Article 24 [illegible]

CHAPTER 6 TRANSFER AND WITHDRAWAL OF EXTERNAL INVESTMENT

Article 25 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 26 [illegible]

[illegible]

[illegible]

(iii) [illegible]

(iv) [illegible]

Article 27 [illegible]

Article 28 [illegible]

CHAPTER 7 PERSONNEL MANAGEMENT OF EXTERNAL INVESTMENT

Article 29 [illegible]

Article 30 [illegible]

Article 31 [illegible]

Article 32 [illegible]

CHAPTER 8 FINANCIAL MANAGEMENT AND AUDIT OF EXTERNAL INVESTMENT

Article 33 [illegible]

Article 34

Article 35

Article 36

Article 37

Article 38

Article 39

CHAPTER 9 INFORMATION DISCLOSURE OF EXTERNAL INVESTMENT

Article 40

Article 41

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

CHAPTER 1 GENERAL PROVISIONS

Article 1 [illegible] (浙江三花智能控制股份有限公司) (the **Company**), [illegible] (the **Hong Kong Listing Rules**), [illegible] (the **Articles of Association**).

Article 2 [illegible]

Article 3 [illegible]

Article 4 [illegible]

Article 5 [illegible]

Article 7

Article 10 [illegible]

Section 2 Examination and Approval of Guarantees

Article 11 [illegible]

[illegible]

Article 13

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Article 16

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Article 17

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Article 18

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Article 19

Section 3 Conclusion of Guarantee Contract

Article 20 [illegible]

[illegible]

Article 21 [illegible]

[illegible]

CHAPTER 3 MANAGEMENT OF GUARANTEE RISKS

Article 25

Article 26

Article 27

(i)

(ii)

(iii)

Article 28

Article 29

Article 30

Article 31

Article 32

Article 33

CHAPTER 4 LIABILITY AND PENALTIES

Article 34

Article 35

Article 36

Article 37

Article 38

Article 39

Article 40

(i)

(ii)

(iii)

(iv)

Article 41

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 42 [illegible]

Article 43 [illegible]

Article 44 [illegible]

Article 45 [illegible]

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