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Hisense 海信家電

HISENSE HOME APPLIANCES GROUP CO., LTD.

海信家電集團股份有限公司

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00921)*

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Hisense Home Appliances Group Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

According to the Company Law of the People's Republic of China, Guidelines on the Articles of Association of Listed Companies, Appendix 3 to the Listing Rules and other relevant laws and regulations, and taking into account the actual situation of the Company, the board of directors (the “**Board**”) of the Company proposes to amend the provisions of the existing articles of association (the “**Proposed Amendments to the Articles of Association**”) of the Company (the “**Articles of Association**” or “**Articles**”). Details of the Proposed Amendments to the Articles of Association are as follows:

Existing Articles	Revised Articles
Article 1.4 On 26 June 1996, the State Council Securities Policy Committee approved the Company's application for issuing <u>H shares</u> and the State Economic System Reform Committee also approved the conversion of the Company into an overseas subscription company on the same day. On 28 May 1999, China Securities Regulatory Commission approved the Company's application for issuing <u>A shares</u> .	Article 1.4 On 26 June 1996, the State Council Securities Policy Committee approved the Company's application for issuing <u>H Shares</u> and the State Economic System Reform Committee also approved the conversion of the Company into an overseas subscription company on the same day. On 28 May 1999, China Securities Regulatory Commission approved the Company's application for issuing <u>A Shares</u> .
Article 1.6	Article 1.6

<p>Unless otherwise provided by these Articles of Association, the Company's shareholders, including the shareholders of <u>domestic shares</u> and <u>foreign shares</u> referred to in Article 3.4, shall enjoy the same rights and assume the same obligations.</p>	<p>Unless otherwise provided by these Articles of Association, the Company's shareholders, including the shareholders of <u>A Shares</u> and <u>H Shares</u> referred to in Article 3.4, shall enjoy the same rights and assume the same obligations.</p>
<p>Article 3.1</p> <p>There must, at all times, be ordinary shares in the Company. The ordinary shares issued by the Company shall include <u>domestic shares</u> and <u>foreign shares</u>. Subject to the approval of the examination and approval authorities for companies authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p>	<p>Article 3.1</p> <p>There must, at all times, be ordinary shares in the Company. The ordinary shares issued by the Company shall include <u>A Shares</u> and <u>H Shares</u>. Subject to the approval of the examination and approval authorities for companies authorized by the State Council, the Company may, according to its requirements, create different classes of shares.</p>
<p>Article 3.4</p> <p>.....Foreign shares which are listed overseas are called “overseas-listed foreign shares” (including but not limited to <u>H shares</u>). <u>H shares</u> refer to overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange and which are subscribed for and transacted in Hong Kong Dollars.....</p>	<p>Article 3.4</p> <p>.....Foreign shares which are listed overseas are called “overseas-listed foreign shares” (including but not limited to <u>H Shares</u>). <u>H Shares</u> refer to overseas-listed foreign shares which are listed on the Hong Kong Stock Exchange and which are subscribed for and transacted in Hong Kong Dollars.....</p>
<p>Article 3.5</p> <p>The Company has issued a total number of 1,362,725,370 ordinary shares, of which <u>overseas-listed foreign shares</u> amount to 459,589,808 shares, representing 33.73% of the total share capital, and <u>domestic listed shares</u> amount to 903,135,562 shares, representing 66.27% of the total share capital. The registered share capital of the Company is RMB1,362,725,370.</p>	<p>Article 3.5</p> <p>The Company has issued a total number of 1,362,725,370 ordinary shares, of which <u>H Shares</u> amount to 459,589,808 shares, representing 33.73% of the total share capital, and <u>A Shares</u> amount to 903,135,562 shares, representing 66.27% of the total share capital. The registered share capital of the Company is RMB1,362,725,370.</p>
<p>Article 3.6</p> <p>The Company's board of directors may make implementing arrangements for the respective issuance of <u>overseas-listed foreign shares</u> and <u>domestic shares</u> after</p>	<p>Article 3.6</p> <p>The Company's board of directors may make implementing arrangements for the respective issuance of <u>H Shares</u> and <u>A Shares</u> after proposals for issuance of the</p>

<p>proposals for issuance of the same have been approved by the State Council's securities authorities.</p> <p>The Company may implement its proposals to issue <u>overseas-listed foreign shares</u> and <u>domestic shares</u> respectively pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the State Council's securities authorities.</p>	<p>same have been approved by the State Council's securities authorities.</p> <p>The Company may implement its proposals to issue <u>H Shares</u> and <u>A Shares</u> respectively pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the State Council's securities authorities.</p>
<p>Article 3.7</p> <p>Where the total number of shares stated in the proposal for the issuance of shares includes <u>overseas-listed foreign shares</u> and <u>domestic shares</u>, such shares should be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for at their offerings due to special circumstances, the shares may, subject to the approval of the State Council Securities Policy Committee, be issued in separate tranches.</p>	<p>Article 3.7</p> <p>Where the total number of shares stated in the proposal for the issuance of shares includes <u>H Shares</u> and <u>A Shares</u>, such shares should be fully subscribed for in a single time at their respective offerings. If the shares cannot be fully subscribed for at their offerings due to special circumstances, the shares may, subject to the approval of the State Council Securities Policy Committee, be issued in separate tranches.</p>
<p>Article 3.12</p> <p>If shareholders holding 5% or more of the <u>domestic shares</u> (with voting right) of the Company sell their shares within six (6) months from the date where such shares are acquired, or purchase shares within six (6) months from the date where such shares are disposed of, any profit deriving therefrom shall belong to the Company.</p> <p>The preceding paragraph is applicable to the Directors, supervisors, presidents and other senior officers of the Company who hold 5% or more of the <u>domestic shares</u> (with voting right) of the Company.</p> <p>For the purpose of the preceding paragraph in this Article, the shares or other equity securities held by the Directors, supervisors, presidents and other senior officers of the Company include the shares or other equity securities held by his or her spouse,</p>	<p>Article 3.12</p> <p>If shareholders holding 5% or more of the <u>A Shares</u> (with voting right) of the Company sell their shares <u>or other securities with the nature of equity interests</u> within six (6) months from the date where such shares are acquired, or purchase shares within six (6) months from the date where such shares are disposed of, any profit deriving therefrom shall belong to the Company. <u>The Board of the Company shall recover the profit thereof, except where a securities company holds more than 5% or more of the shares by taking up the remaining shares not subscribed subsequent to underwriting and other circumstances as prescribed by the China Securities Regulatory Commission.</u></p> <p>The preceding paragraph is applicable to the Directors, supervisors, presidents and other senior officers of the Company who</p>

<p>parents, or children, or held by using other persons' accounts.</p>	<p>hold 5% or more of the <u>A Shares</u> (with voting right) of the Company.</p> <p>For the purpose of the preceding paragraph in this Article, the shares or other equity securities held by the Directors, supervisors, presidents and other senior officers of the Company include the shares or other equity securities held by his or her spouse, parents, or children, or held by using other persons' accounts.</p> <p><u>Where the Board of the Company fails to observe paragraph 1 of this Article, the shareholders shall be entitled to request the Board to enforce it within thirty (30) days. If the Board of the Company fails to do so within the said prescribed period, the shareholders are entitled to initiate court proceedings at the People's Court directly in their own name for the interests of the Company.</u></p> <p><u>Where the Board of the Company fails to observe paragraph 1 of this Article, the responsible Director(s) shall assume joint and several liabilities.</u></p>
<p>Article 4.7</p> <p>Shares repurchased in accordance with law by the Company shall be cancelled within the period prescribed by laws and administrative regulations, and the Company shall apply to the original companies registration authority for registration of the change of its registered capital.</p> <p>The amount of the Company's registered capital shall be reduced by the aggregate par value of those cancelled shares.</p>	<p><i>Deleting this Article, the subsequent number of the Articles will be changed accordingly.</i></p>
<p>Article 6.2</p> <p>Share certificates of the Company shall <u>either</u> be in registered form <u>or in bearer form</u>. Apart from what is required by the Company Law to be stated on the share certificate of the Company, it shall also</p>	<p>Article 6.2</p> <p>Share certificates of the Company shall be in registered form. Apart from what is required by the Company Law to be stated on the share certificate of the Company, it shall also state other items which are</p>

<p>state other items which are required to be stated by the stock exchanges on which the Company's shares are listed.</p>	<p>required to be stated by the stock exchanges on which the Company's shares are listed.</p>
<p>Article 6.6</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the State Council's securities authorities and overseas securities regulatory authorities, maintain the register of shareholders of <u>overseas-listed foreign shares</u> overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of <u>H shares</u> shall be maintained in Hong Kong.</p> <p>A duplicate register of shareholders for the holders of <u>overseas-listed foreign shares</u> shall be maintained at the Company's office. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times. If there is any inconsistency between the original and the duplicate register of shareholders for the holders of <u>overseas-listed foreign shares</u>, the original register of shareholders shall prevail.</p>	<p>Article 6.6</p> <p>The Company may, in accordance with the mutual understanding and agreements made between the State Council's securities authorities and overseas securities regulatory authorities, maintain the register of shareholders of <u>H Shares</u> overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders for holders of <u>H Shares</u> shall be maintained in Hong Kong.</p> <p><u>The Hong Kong branch register of the register of shareholders of H Shares shall be open for inspection by shareholders of the Company, but the Company is permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).</u></p> <p>A duplicate register of shareholders for the holders of <u>H Shares</u> shall be maintained at the Company's office. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate register of shareholders at all times. If there is any inconsistency between the original and the duplicate register of shareholders for the holders of <u>H Shares</u>, the original register of shareholders shall prevail.</p>
<p>Article 6.7</p> <p>The Company shall have a complete register of shareholders which shall include the following parts:</p> <p>.....</p> <p>(2) the register of shareholders in respect of the holders of <u>overseas-listed foreign shares</u> of the Company which is maintained in <u>the same place as the overseas stock</u></p>	<p>Article 6.7</p> <p>The Company shall have a complete register of shareholders which shall include the following parts:</p> <p>.....</p> <p>(2) the register of shareholders in respect of the holders of <u>H Shares</u> of the Company which is maintained in <u>Hong Kong</u>; and</p>

<p><i>exchange on which the shares are listed; and</i></p> <p>.....</p>	<p>.....</p>
<p>Article 6.9</p> <p>All <i>H shares</i> listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association.</p> <p>.....</p> <p>(2) the instrument of transfer only relates to <i>H shares</i> listed in Hong Kong;</p> <p>.....</p>	<p>Article 6.9</p> <p>All <i>H Shares</i> listed in Hong Kong which have been fully paid-up may be freely transferred in accordance with these Articles of Association.</p> <p>.....</p> <p>(2) the instrument of transfer only relates to <i>H Shares</i> listed in Hong Kong;</p> <p>.....</p>
<p>Article 6.10</p> <p>No change shall be made in the register of the Company's holders of <i>H shares</i> as a result of a transfer of shares within five (5) days before the record date for the Company's distribution of dividends. The Company must notify the holders of <i>H shares</i> of any closure of its transfer books or register of members in respect of the Company's <i>H shares</i> at least ten (10) business days before the closure by way of announcement.</p> <p>The interval between the share registration date for the shareholders of <i>A shares</i> and the date of the shareholders' meeting shall not exceed seven (7) business days.</p> <p>.....</p>	<p>Article 6.10</p> <p>No change shall be made in the register of the Company's holders of <i>H Shares</i> as a result of a transfer of shares within five (5) days before the record date for the Company's distribution of dividends. The Company must notify the holders of <i>H Shares</i> of any closure of its transfer books or register of members in respect of the Company's <i>H Shares</i> at least ten (10) business days before the closure by way of announcement.</p> <p>The interval between the share registration date for the shareholders of <i>A Shares</i> and the date of the shareholders' meeting shall not exceed seven (7) business days.</p> <p>.....</p>
<p>Article 6.13</p> <p>.....</p> <p>A holder of <i>domestic shares</i> who has lost his share certificate (in registered form) may request the People's Court to declare the share certificate invalid according to the public</p>	<p>Article 6.13</p> <p>.....</p> <p>A holder of <i>A Shares</i> who has lost his share certificate (in registered form) may request the People's Court to declare the share certificate invalid according to the public</p>

<p>the public notice procedures prescribed in the Civil Procedural Law of the PRC.</p> <p>.....</p> <p>Application by a holder of <u>overseas-listed foreign shares</u>, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law, the rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of overseas-listed foreign shares is maintained.</p> <p>The issuance of replacement share certificate to a holder of <u>H shares</u> who has lost his share certificate shall comply with the following requirements:</p> <p>.....</p>	<p>.....</p> <p>Application by a holder of <u>H Shares</u>, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law, the rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of overseas-listed foreign shares is maintained.</p> <p>The issuance of replacement share certificate to a holder of <u>H Shares</u> who has lost his share certificate shall comply with the following requirements:</p> <p>.....</p>
<p>Article 7.2</p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) other rights conferred by laws, administrative regulations and these Articles of Association.</p>	<p>Article 7.2</p> <p>The ordinary shareholders of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;</p> <p>(7) <u>the right to speak at a shareholders' general meeting;</u></p> <p>(8) <u>the right to vote at a shareholders' general meeting except where a shareholder is required, by the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, to abstain from voting to approve the matter under consideration;</u></p> <p>(9) other rights conferred by laws, administrative regulations and these Articles of Association.</p>

<p>Article 7.9</p> <p>The controlling shareholder referred to in Article 7.6, Article 7.7 and Article 7.8 of these Articles of Association means a person who meets one of the following conditions:</p> <p>(1) <u>a shareholder who holds shares representing 50% or more of the entire share capital of the Company;</u></p> <p>(2) <u>despite holding less than 50% of the entire share capital of the Company, the voting right it is entitled to in respect of the shares it holds is sufficient to pose a significant influence on the resolutions of the shareholders' meetings and shareholders' general meetings.</u></p>	<p>Article 7.9</p> <p>The controlling shareholder referred to in Article 7.6, Article 7.7 and Article 7.8 of these Articles of Association means a person who meets one of the following conditions:</p> <p>(1) <u>a person who, acting alone or in concert with others, has the power to elect more than half of the Board members;</u></p> <p>(2) <u>a person who, acting alone or in concert with others, has the power to exercise or to control the exercise of 30% (inclusive) or more of the voting rights in the Company;</u></p> <p>(3) <u>a person who, acting alone or in concert with others, holds 30% (inclusive) or more of the issued and outstanding shares of the Company;</u></p> <p>(4) <u>a person who, acting alone or in concert with others, has de facto control of the Company in any other way.</u></p>
<p>Article 7.10</p> <p>Connected transactions between connected persons as defined under the listing rules of the stock exchange on which the shares of the Company are listed and the Company shall observe the following principles:</p> <p>(1) a written agreement shall be executed for any connected transaction between any connected person and the Company. Such agreement shall be executed on a fair, voluntary and equal-value basis and with consideration, and its content shall be clear and specific. The Company shall disclose the execution, amendment, termination and performance of such agreement</p>	<p><i>Deleting this Article.</i></p>

<p>timely and sufficiently pursuant to relevant regulations;</p> <p>(2) the Company shall take effective measures to prevent any connected person from damaging the interest of the Company by intervening in its operation through monopolization of the sale and purchase channels. Commercial principles shall be observed for all connected transactions, which in principle shall not deviate from the standard of price or charge of independent third parties in the market. The Company shall fully disclose the basis of pricing for any connected transaction;</p> <p>(3) the Company shall take effective measures to prevent any connected person from, in any manner whatsoever, appropriating or transferring any capital, assets and other resources of the Company and shall not provide any guarantee for any connected person.</p>	
<p>Article 8.2</p> <p>The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(10) to decide on the issue of shares, repurchase of the shares of the Company, the issue of debentures by the Company and other financing instruments by the Company;</p> <p>(11) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;</p> <p>.....</p> <p><u>(13)</u> to consider motions proposed by shareholder(s) who represent(s) 3%</p>	<p>Article 8.2</p> <p>The shareholders' general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(10) to decide on the issue of shares, repurchase of the shares of the Company <u>apart from the circumstances set out under Article 4.4(3), (5) and (6) of these Articles of Association</u>, the issue of debentures by the Company and other financing instruments by the Company;</p> <p>(11) to decide on the appointment, dismissal, non-reappointment <u>and remuneration</u> of the accountants of the Company;</p> <p>.....</p>

<p>or more of the shares of the Company carrying voting right;</p>	<p><u>(13) to examine and approve the provision of guarantees under Article 8.3 of these Articles of Association;</u></p>
<p><u>(14) to examine and approve external investment, entering into of material commercial contract, entrusted investment and asset acquisition and disposal which meet one of the following standards:</u></p>	<p><u>(14) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;</u></p>
<p>(a) the assets which are the subject of the transaction account for 50% or more of the total assets in the latest audited consolidated statements of the Company. If there are both book value and assessed value for the assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;</p>	<p><u>(15) to examine and approve matters relating to changes in the use of funds raised;</u></p>
<p>(b) the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the operating income in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>50 million yuan</u>;</p>	<p><u>(16) to examine share incentive schemes and employee stock ownership plans;</u></p>
<p>(c) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the net profit in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>5 million yuan</u>;</p>	<p><u>(17) to consider motions proposed by shareholder(s) who represent(s) 3% or more of the shares of the Company carrying voting right;</u></p>
<p>(d) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 50% or more of the net assets in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>50 million yuan</u>;</p>	<p><u>(18) to examine and approve external investment, entering into of material commercial contract, entrusted investment and asset acquisition and disposal which meet one of the following standards:</u></p> <p>(a) the assets which are the subject of the transaction account for 50% or more of the total assets in the latest audited consolidated statements of the Company. If there are both book value and assessed value for the assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;</p> <p>(b) <u>the net assets which are the subject (for example, equity interests) of the transaction account for 50% or more of the net assets in the latest audited consolidated statements of the Company, and the absolute amount exceeds RMB50 million. If there are</u></p>

<p>(e) the profit generated by the transaction accounts for 50% or more of the net profit in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>5 million yuan</u>;</p> <p>(f) if the data involved in the above indicative calculations is a negative figure, its absolute value shall be used for the purpose of calculation;</p> <p>(g) other external investment and asset disposal activities assets which are required by the laws and regulations to be resolved by shareholders' general meeting, or are considered by the shareholders' general meeting to be resolved by the same.</p> <p>(15) to examine and approve the following investments in derivatives:</p> <p>.....</p> <p>(16) to examine and approve <u>connected transaction which meets one of the following standards</u>:</p> <p>(a) connected transaction between the Company and connected person (excluding the receipt of cash assets and provision of guarantee by the Company) in amount of <u>30 million yuan</u> or more and representing 5% or more of the absolute amount of the latest audited net assets of the Company;</p> <p>(b) <u>provision of guarantee by the Company for connected person</u>.</p> <p>(17) to authorize the Board to amend relevant rules of procedures and working system pursuant to the relevant laws and regulations and requirements of regulatory authorities. The amendments shall follow the principles below:</p>	<p><i>both book value and assessed value for the net assets which are the subject of the transaction, the higher figure shall prevail;</i></p> <p>(c) the operating income of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the operating income in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>RMB50 million</u>;</p> <p>(d) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 50% or more of the net profit in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>RMB5 million</u>;</p> <p>(e) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 50% or more of the net assets in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>RMB50 million</u>;</p> <p>(f) the profit generated by the transaction accounts for 50% or more of the net profit in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>RMB5 million</u>;</p> <p>(g) if the data involved in the above indicative calculations is a negative figure, its absolute value shall be used for the purpose of calculation;</p> <p>(h) other external investment and asset disposal activities assets which are required by the laws and regulations to be resolved by shareholders'</p>
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<p>.....</p> <p><u>(18)</u> other matters to be decided in shareholders' general meeting provided by the laws, administrative regulations <u>a(as)nd</u> these Articles of Association.</p> <p>Investments in derivatives that do not meet the criteria as provided in item <u>(15)</u> of this Article shall be determined by the Board. Article 10.16 of these Articles of Association shall still be applicable to the disposal of fixed assets.</p>	<p>general meeting, or are considered by the shareholders' general meeting to be resolved by the same.</p> <p><u>(19)</u> to examine and approve the following investments in derivatives:</p> <p>.....</p> <p><u>(20)</u> to examine and approve connected transaction between the Company and connected person (excluding the receipt of cash assets and provision of guarantee by the Company) in amount of <u>RMB30 million</u> or more and representing 5% or more of the absolute amount of the latest audited net assets of the Company;</p> <p><u>(21)</u> to authorize the Board to amend relevant rules of procedures and working system pursuant to the relevant laws and regulations and requirements of regulatory authorities. The amendments shall follow the principles below:</p> <p>.....</p> <p><u>(22)</u> other matters to be decided in shareholders' general meeting provided by the laws, administrative regulations <u>and</u> these Articles of Association.</p> <p>Investments in derivatives that do not meet the criteria as provided in item <u>(19)</u> of this Article shall be determined by the Board. Article 10.16 of these Articles of Association shall still be applicable to the disposal of fixed assets.</p>
<p>Article 8.3</p> <p>Provision of external guarantee by the Company as set forth below must be approved by the shareholders in a general meeting.</p> <p>.....</p>	<p>Article 8.3</p> <p>Provision of external guarantee by the Company as set forth below must be approved by the shareholders in a general meeting.</p> <p>.....</p>

<p>(6) the provision of any guarantee for the shareholders, the persons in actual control and <u>their</u> connected persons.</p>	<p>(6) the provision of any guarantee for the shareholders, the persons in actual control and <u>other</u> connected persons.</p>
<p>Article 8.10</p> <p>The Board, the supervisory committee and any shareholder(s) who hold(s), individually or jointly, 3% or more of the Company's shares shall be entitled to propose motion(s).</p> <p>Any shareholder(s) who hold(s), individually or jointly, 3% or more of the Company's shares shall be entitled to propose and submit in writing to the convener additional motions <u>sixteen (16) days</u> prior to the date of the shareholders' general meeting. The convener shall issue a supplemental notice of the general meeting within <u>the prescribed period</u> to announce the contents of the additional motion(s).</p> <p>Except as prescribed in the above paragraph, after the notice of the general meeting has been issued, the convener shall not make any change in the proposed motion(s) as set out in the notice of the general meeting nor add any new motion(s).</p> <p><u>When the largest shareholder proposes a new motion on profit distribution, the same shall be submitted to the Board at least sixteen (16) days prior to the date of the annual general meeting for announcement by the Board. If the submission is made less than sixteen (16) days prior to the date of the general meeting, the largest shareholder shall not propose any new motion on profit distribution at the said annual general meeting.</u></p> <p><u>Any additional motion so proposed shall be submitted to the Board at least sixteen (16) days prior to the date of convening the general meeting for announcement by</u></p>	<p>Article 8.10</p> <p>The Board, the supervisory committee and any shareholder(s) who hold(s), individually or jointly, 3% or more of the Company's shares shall be entitled to propose motion(s).</p> <p>Any shareholder(s) who hold(s), individually or jointly, 3% or more of the Company's shares shall be entitled to propose and submit in writing to the convener additional motions <u>ten (10) days</u> prior to the date of the shareholders' general meeting. The convener shall issue a supplemental notice of the general meeting within <u>two (2) days after the receipt of the motion(s)</u> to announce the contents of the additional motion(s).</p> <p>Except as prescribed in the above paragraph, after the notice of the general meeting has been issued, the convener shall not make any change in the proposed motion(s) as set out in the notice of the general meeting nor add any new motion(s).</p> <p>.....</p>

<p><i>the Board. Any additional motion proposed at the meeting or other motions which have not been announced shall not be resolved at the general meeting.</i></p> <p><i>If the motions are amended before the general meeting or additional motions are proposed at the annual general meeting, the Company shall issue a supplemental notice of the general meeting within the prescribed period to disclose the contents of the amended motions, or the names of shareholders proposing such additional motion(s), their shareholdings and the contents of the new motion(s).</i></p> <p>.....</p>	
<p>Article 8.11</p> <p>Matters which are not included in a notice of general meeting shall not be resolved at the shareholders' general meeting.</p>	<p>Article 8.11</p> <p>Matters which are not included in a notice of general meeting <i>or that are inconsistent with the provision under Article 8.10 of these Articles of Association</i> shall not be resolved at the shareholders' general meeting.</p>
<p>Article 8.13</p> <p>As for holders of <i>foreign shares</i>, the notice of shareholders' general meeting shall be delivered to shareholders (with or without voting power at the general meeting) by hand or by prepaid post at their respective addresses which appear in the register of shareholders, or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange). As for holders of <i>domestic shares</i>, the notice of the shareholders' general meeting may also be made by way of announcement.</p>	<p>Article 8.13</p> <p>As for holders of <i>H Shares</i>, the notice of shareholders' general meeting shall be delivered to shareholders (with or without voting power at the general meeting) by hand or by prepaid post at their respective addresses which appear in the register of shareholders, or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange). As for holders of <i>A Shares</i>, the notice of the shareholders' general meeting may also be made by way of announcement.</p>
<p>Article 8.15</p> <p>To effectively protect the rights of shareholders to take part in the shareholders' general meeting, any shareholder who is entitled to attend and</p>	<p>Article 8.15</p> <p>To effectively protect the rights of shareholders to take part in the shareholders' general meeting, any shareholder who is entitled to attend and</p>

<p>vote at a shareholders' general meeting of the Company shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf.</p> <p>.....</p>	<p>vote at a shareholders' general meeting of the Company (<i>including Hong Kong Securities Clearing Company Limited</i>) shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxy to attend and vote on his behalf.</p> <p>.....</p>
<p>Article 8.18</p> <p>.....</p> <p>If the appointer is a legal person, its legal representative or person authorized by its board of directors or other governing body may attend any meeting of the shareholders of the Company as a representative of the appointer.</p>	<p>Article 8.18</p> <p>.....</p> <p>If the appointer is a legal person, its legal representative or person authorized by its board of directors or other governing body may attend any meeting of the shareholders of the Company as a representative of the appointer.</p> <p><i>If the shareholder is a recognized clearing house as defined in the relevant laws and regulations of the locality where the shares of the Company is listed, such recognized clearing house may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) at any shareholders' general meeting or class meeting or creditors' meeting, and this/these proxy(ies) shall enjoy the same legal rights as other shareholders, including the right to speak and the right to vote. However, if more than one proxy is appointed, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization. Such authorized proxies are entitled to exercise the rights on behalf of the recognized clearing house or their agent (without presentation of evidence of their shareholding, notarized authorization and/or further proof demonstrating the duly granting of the same), as if they were the individual shareholders of the Company.</i></p>
<p>Article 8.23</p> <p>.....</p> <p>If a shareholder buys voting shares of the Company in violation of the <i>provision of</i></p>	<p>Article 8.23</p> <p>.....</p> <p>If a shareholder buys voting shares of the Company in violation of the <i>provisions of</i></p>

<p><u>the Securities Law on holding 5% of the listed company's shares within a certain period of time shall not be traded</u>, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting.</p>	<p><u>sections 63(1) and (2) of the Securities Law</u>, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting.</p>
<p>Article 8.35</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) <u>the Company repurchase its own shares under the circumstances as required in (1) and (2) of Article 4.4 of these Articles of Association;</u></p> <p>(5) the amendment of these Articles of Association;</p> <p>(6) other matters which are resolved in shareholders' general meeting by ordinary resolution as being material to the Company and required to be passed by special resolution.</p>	<p>Article 8.35</p> <p>The following matters shall be resolved by a special resolution at a shareholders' general meeting:</p> <p>.....</p> <p>(3) the division, spin-off, merger, dissolution and liquidation of the Company;</p> <p>(4) the amendment of these Articles of Association;</p> <p>(5) <u>the Company's purchase and disposal of material assets or the amount of guarantee within one year, which exceeds 30% of the latest audited total assets of the Company;</u></p> <p>(6) <u>any share incentive schemes;</u></p> <p>(7) other matters which are resolved in shareholders' general meeting by ordinary resolution as being material to the Company and required to be passed by special resolution.</p>
<p>Article 8.43</p> <p>Minutes of a shareholders' general meeting should be kept. The minutes should set out the following:</p> <p>.....</p> <p>(2) the number of voting shares held by the shareholders of <u>domestic shares</u></p>	<p>Article 8.43</p> <p>Minutes of a shareholders' general meeting should be kept. The minutes should set out the following:</p> <p>.....</p> <p>(2) the number of voting shares held by the shareholders of <u>A Shares</u></p>

<p>(including their proxies) and voting shares held by shareholders of <u>foreign shares</u> (including their proxies) who have attended the meeting and their respective proportion to the total number of shares of the Company;</p> <p>.....</p> <p>(6) the voting result of each resolution (the voting results of each and every resolution by the shareholders of <u>domestic shares</u> and shareholders of <u>foreign shares</u> should also be recorded respectively);</p> <p>.....</p>	<p>(including their proxies) and voting shares held by shareholders of <u>H Shares</u> (including their proxies) who have attended the meeting and their respective proportion to the total number of shares of the Company;</p> <p>.....</p> <p>(6) the voting result of each resolution (the voting results of each and every resolution by the shareholders of <u>A Shares</u> and shareholders of <u>H Shares</u> should also be recorded respectively);</p> <p>.....</p>
<p>Article 9.6</p> <p>When the Company convenes a class meeting, a notice in writing or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange) shall be given <u>forty-five (45) days before the date of the meeting</u> to notify all holders of such class of shares registered in the register of shareholders of the matters to be considered at, and the date and place of, the meeting. <u>Any shareholder who wishes to attend the meeting shall serve a reply slip concerning attendance of the meeting to the Company twenty (20) days before the date of such meeting.</u></p> <p><u>If the shareholders who intend to attend such class meeting represent one-half or more of the total number of shares of that class with right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered at, and the date and the place of, the class meeting by way of announcement. The Company may then hold the class meeting after such announcement has been made.</u></p>	<p>Article 9.6</p> <p>When the Company convenes a class meeting, a notice in writing or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange) shall be given <u>in accordance with the requirements of these Articles of Association regarding the prescribed period for giving notice of a general meeting</u> to notify all holders of such class of shares registered in the register of shareholders of the matters to be considered at, and the date and place of, the meeting.</p>

<p>Article 9.8</p> <p>Apart from the holders of other classes of shares, the holders of <u>the domestic shares</u> and holders of <u>overseas-listed foreign shares</u> shall be deemed to be holders of different classes of shares.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <ul style="list-style-type: none"> (1) where the Company issues, upon the approval by special resolution in a shareholders' general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued <u>domestic shares</u> and <u>overseas-listed foreign shares</u>; or (2) where the Company's plan to issue <u>domestic shares</u> and <u>overseas-listed foreign shares</u> at the time of its establishment is completed within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council. 	<p>Article 9.8</p> <p>Apart from the holders of other classes of shares, the holders of <u>A Shares</u> and holders of <u>H Shares</u> shall be deemed to be holders of different classes of shares.</p> <p>The special procedures for approval by class shareholders shall not apply in the following circumstances:</p> <ul style="list-style-type: none"> (1) where the Company issues, upon the approval by special resolution in a shareholders' general meeting, either separately or concurrently once every twelve (12) months, not more than 20% of each of its existing issued <u>A Shares</u> and <u>H Shares</u>; or (2) where the Company's plan to issue <u>A Shares</u> and <u>H Shares</u> at the time of its establishment is completed within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council.
<p>Article 10.2</p> <p>.....</p> <p>Subject to the compliance with all the relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his term of office (however, the Director's right to claim damages arising under any contract from his removal shall not be affected thereby).</p>	<p>Article 10.2</p> <p>.....</p> <p>Subject to the compliance with all the relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution remove any Director before the expiration of his term of office (however, the Director's right to claim damages arising under any contract from his removal shall not be affected thereby).</p> <p><u>Any person appointed as a Director by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the</u></p>

	<i>Company after his/her appointment, and shall be eligible for re-election.</i>
<p>Article 10.15</p> <p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of debentures by the Company;</p> <p>.....</p> <p>(11) to appoint or remove the Company's president(s) and to appoint or remove the deputy president(s) and person in charge of finance of the Company based on the recommendation of the president(s), and to decide on their remuneration;</p> <p>.....</p> <p>(20) to examine and approve external investment, entering into of material commercial contract, entrusted investment, acquisition and disposal of assets and external donations which meet one of the following standards, provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (14) of Article 8.2 or Article 10.16 of the Articles of Association:</p> <p>(a) the total assets which are the subject of the transaction account for 10% or more of the total assets in the latest audited consolidated statements of the Company. If there</p>	<p>Article 10.15</p> <p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(6) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of debentures <u>or other securities and listing</u> by the Company;</p> <p>.....</p> <p>(11) to appoint or remove the Company's president(s), <u>secretary to the Board and other senior management members and to decide on their remuneration, awards and penalty</u>, and to appoint or remove the deputy president(s) and person in charge of finance of the Company based on the recommendation of the president(s), and to decide on their remuneration;</p> <p>.....</p> <p>(20) to examine and approve external investment, entering into of material commercial contract, entrusted investment, acquisition and disposal of assets and external donations which meet one of the following standards, provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (14) of Article 8.2 or Article 10.16 of the Articles of Association:</p> <p>(a) the total assets which are the subject of the transaction account for 10% or more of the total assets in the latest</p>

<p>are both book value and assessed value for the total assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;</p> <p>(b) the <u>revenue from principal business</u> of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the <u>revenue from principal business</u> in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>10 million yuan</u>;</p> <p>(c) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the net profit in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>1 million yuan</u>;</p> <p>(d) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 10% or more of the net assets in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>10 million yuan</u>;</p> <p>(e) the profit generated by the transaction accounts for 10% or more of the net profit in the audited consolidated statements of the listed company in the latest accounting year, and the absolute amount exceeds <u>1 million yuan</u>;</p> <p>(f) if the data involved in the above indicative calculations is a negative figure, its absolute value shall be used for the purpose of calculation;</p>	<p>audited consolidated statements of the Company. If there are both book value and assessed value for the total assets which are the subject of the transaction, the higher figure shall be used as the basis of calculation;</p> <p>(b) <u>the net assets which are the subject (for example, equity interests) of the transaction account for 10% or more of the net assets in the latest audited consolidated statements of the Company, and the absolute amount exceeds RMB10 million. If there are both book value and assessed value for the net assets which are the subject of the transaction, the higher figure shall prevail</u>;</p> <p>(c) the <u>operating income</u> of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the <u>operating income</u> in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>RMB10 million</u>;</p> <p>(d) the net profit of the subject of the transaction (for example, equity interests) in the latest accounting year accounts for 10% or more of the net profit in the audited consolidated statements of the Company in the latest accounting year, and the absolute amount exceeds <u>RMB1 million</u>;</p> <p>(e) the consideration of the transaction (including the assumption of liability to debts and expenses) accounts for 10% or more of the net assets in the latest audited consolidated statements of the listed company, and the absolute amount exceeds <u>RMB10 million</u>;</p> <p>(f) the profit generated by the transaction accounts for 10% or more</p>
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<p>(g) other external investment, entering into of material commercial contract, entrusted investment and asset acquisition and disposal which are required by the laws and regulations to be examined by the Board, or are considered by the Board as necessary to be examined by the same.</p>	<p>of the net profit in the audited consolidated statements of the listed company in the latest accounting year, and the absolute amount exceeds <u>RMB1 million</u>;</p>
<p>(21) to examine and approve connected transaction which meets one of the following standards , provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (16) of Article 8.2 of the Articles of Association:</p>	<p>(g) if the data involved in the above indicative calculations is a negative figure, its absolute value shall be used for the purpose of calculation;</p>
<p>(a) <u><i>connected transaction between the Company and connected person (excluding the receipt of cash assets and provision of guarantee by the Company) in 47 amount of 3 million yuan or more and representing 0.5% or more of the absolute amount of the latest audited net assets of the Company; or</i></u></p>	<p>(h) other external investment, entering into of material commercial contract, entrusted investment and asset acquisition and disposal which are required by the laws and regulations to be examined by the Board, or are considered by the Board as necessary to be examined by the same.</p>
<p>(b) other connected transaction which is considered by the Board as necessary to be examined by the same;</p>	<p>(21) to examine and approve connected transaction which meets one of the following standards , provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (16) of Article 8.2 of the Articles of Association:</p>
<p>.....</p>	<p>(a) <u><i>transactions with connected natural person with a transaction amount exceeding RMB300,000;</i></u></p>
<p>Save in respect of the matters specified in sub paragraphs (6), (7), (8) and (13) of this Article which shall be passed by the affirmative votes of two-thirds or more of all the Directors, the Board's resolutions in respect of all other matters above may be passed by the affirmative votes of more than one-half of the Directors.</p>	<p>(b) <u><i>transactions with connected legal person (or other organizations) with a transaction amount exceeding RMB3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the listed company; or</i></u></p>
<p>.....</p>	<p>(c) other connected transaction which is considered by the Board as necessary to be examined by the same;</p>
<p>Save in respect of the matters specified in sub-paragraphs (6), (7), (8) and (13) of this Article <i>and the provisions of the "Rules</i></p>	<p>.....</p>

	<p><i>Governing the Listing of Shares</i>" which shall be passed by the affirmative votes of two-thirds or more of all the Directors, the Board's resolutions in respect of all other matters above may be passed by the affirmative votes of more than one-half of the Directors.</p>
<p>Article 10.35</p> <p>An independent Director should be independent. The following persons shall not act as independent Directors:</p> <p>.....</p> <p>(3) persons who work in entities being shareholders who directly or indirectly hold 5% or more of the issued shares of the Company or entities which rank in the top five shareholders of the Company, as well as their lineal relatives;</p> <p>(4) persons who fell within the above <u>three</u> circumstances in the preceding year;</p> <p>(5) <u>persons who provide financial, legal and consulting services, etc. to the Company or its subsidiaries.</u></p>	<p>Article 10.35</p> <p>An independent Director should be independent. The following persons shall not act as independent Directors:</p> <p>.....</p> <p>(3) persons who work in entities being shareholders who directly or indirectly hold 5% or more of the issued shares of the Company or entities which rank in the top five shareholders of the Company, as well as their lineal relatives;</p> <p>(4) <u>persons who work for the controlling shareholders, de facto controller and their respective subsidiaries of the Company, and their lineal relatives;</u></p> <p>(5) <u>persons who provide financial, legal and consulting services, etc. to the Company and its controlling shareholders, de facto controller or their respective subsidiaries, including but not limited to all project team members of any intermediary which provides services, reviewers at all levels, personnel who sign reports, partners and person-in-charge;</u></p> <p>(6) <u>persons who work in an entity that has material business transactions with the Company and its controlling shareholder, de facto controller or their respective subsidiaries, or work in the controlling shareholder of such entity that has material business transactions;</u></p>

	<p>(7) persons who fell within the above <u>six</u> circumstances in the preceding year;</p> <p>(8) <u>other persons who is regarded by the Shenzhen Stock Exchange and Hong Kong Stock Exchange to be failing to meet the independence requirements.</u></p>
<p>Article 10.42</p> <p>In order to give full play to the role of the independent Directors, apart from the power and functions conferred by the Company Law and other relevant laws and rules to the independent Directors, the Company also confers the following special power and functions to the independent Directors:</p> <p>(1) <u>material connected transaction (which refers to connected transaction proposed to be entered into between the Company and the connected person whereby the total amount exceeds three (3) million yuan and is more than 0.5% of the latest audited net assets of the Company) and the appointment or removal of the Accounting Firm shall be tendered to the Board for discussion only after approval by one-half or more of the independent Directors;</u></p> <p>(2) to propose to the Board to convene a shareholders' extraordinary general meeting if agreed by one-half or more of all the independent Directors;</p> <p>(3) to propose the convening of a Board meeting if agreed by one-half or more of all the independent Directors;</p> <p>(4) to publicly solicit voting rights from the shareholders before the shareholders' general meeting if agreed by one-half or more of all the independent Directors;</p>	<p>Article 10.42</p> <p>In order to give full play to the role of the independent Directors, apart from the power and functions conferred by the Company Law and other relevant laws and rules to the independent Directors, the Company also confers the following special power and functions to the independent Directors:</p> <p>(1) <u>a connected transaction that is required to be submitted to the shareholders' general meeting for consideration shall be approved by independent directors before it can be submitted to the Board for consideration. Prior to decision-making, independent directors may engage intermediaries to issue a special report;</u></p> <p>(2) <u>to propose the appointment or dismissal of an accounting firm;</u></p> <p>(3) to propose to the Board to convene a shareholders' extraordinary general meeting if agreed by one-half or more of all the independent Directors;</p> <p>(4) to propose the convening of a Board meeting if agreed by one-half or more of all the independent Directors;</p> <p>(5) to publicly solicit voting rights from the shareholders before the shareholders' general meeting if agreed by one-half or more of all the independent Directors;</p>

<p>(5) with the consent of all the independent Directors, to engage external auditing institutions or consultative institutions to provide audit and consultation for specific matters of the Company, the relevant expenses of which shall be borne by the Company;</p> <p>(6) to propose the convening of a meeting to be attended by the independent Directors only if agreed by one-half or more of all the independent Directors;</p> <p>(7) to express independent opinions on the major matters of the Company.</p>	<p>(6) with the consent of all the independent Directors, to engage external auditing institutions or consultative institutions to provide audit and consultation for specific matters of the Company, the relevant expenses of which shall be borne by the Company;</p> <p>(7) to propose the convening of a meeting to be attended by the independent Directors only if agreed by one-half or more of all the independent Directors;</p> <p>(8) to express independent opinions on the major matters of the Company.</p>
<p>Article 10.45</p> <p>The major responsibilities of the audit committee include:</p> <p>.....</p> <p>(3) <u><i>to be responsible for the coordination between the internal and external audit functions;</i></u></p> <p>.....</p>	<p>Article 10.45</p> <p>The major responsibilities of the audit committee include:</p> <p>.....</p> <p>(3) <u><i>to coordinate the communication between the management, internal audit functions and related functions, and the external audit functions;</i></u></p> <p>.....</p>
<p>Article 16.5</p> <p>.....</p> <p>The Company shall send to each holder of overseas-listed foreign shares (including but not limited to holders of <u>H shares</u>) a copy of the financial report.....</p> <p>.....</p>	<p>Article 16.5</p> <p>.....</p> <p>The Company shall send to each holder of overseas-listed foreign shares (including but not limited to holders of <u>H Shares</u>) a copy of the financial report.....</p> <p>.....</p>
<p>Article 16.17</p> <p>.....</p>	<p>Article 16.17</p> <p>.....</p>

<p>(4) Adjustment process of profit distribution policies:</p> <p>.....</p> <p>(b) The opinions of the independent Directors and general public shareholders shall be given due consideration in the course of discussion, formulation and amendment to the profit distribution policies of the Company. The Company shall hear the opinions of shareholders on its profit distribution policies through investor telephone consultation, on-site survey and investor interactive platform, etc.</p> <p>.....</p>	<p>(4) Adjustment process of profit distribution policies:</p> <p>.....</p> <p>(b) The opinions of the independent Directors and general public shareholders shall be given due consideration in the course of discussion, formulation and amendment to the profit distribution policies of the Company. The Company shall hear the opinions of <i>the relevant</i> shareholders on its profit distribution policies through investor telephone consultation, on-site survey and investor interactive platform, etc.</p> <p>.....</p>
<p>Article 16.20</p> <p>The cash dividends and other distributions for <i>domestic shares</i> shall be payable in RMB. The cash dividends and other distributions for <i>H shares</i> shall be declared in RMB and shall be payable in Hong Kong Dollars in accordance with the foreign exchange control requirements of the State.</p>	<p>Article 16.20</p> <p>The cash dividends and other distributions for <i>A Shares</i> shall be payable in RMB. The cash dividends and other distributions for <i>H Shares</i> shall be declared in RMB and shall be payable in Hong Kong Dollars in accordance with the foreign exchange control requirements of the State.</p>
<p>Article 16.21</p> <p>The Company shall appoint receiving agents for holders of the <i>overseas-listed foreign shares</i>. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts payable by the Company to holders of <i>overseas-listed foreign shares</i> on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant requirements of the stock exchange.</p>	<p>Article 16.21</p> <p>The Company shall appoint receiving agents for holders of <i>H Share</i>. Such receiving agents shall receive dividends which have been declared by the Company and all other amounts payable by the Company to holders of <i>H Shares</i> on such shareholders' behalf.</p> <p>The receiving agents appointed by the Company shall meet the relevant requirements of the laws of the place where the Company's shares are listed or the relevant requirements of the stock exchange.</p>

<p>The receiving agent appointed for holders of <i>H shares</i> listed on the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>	<p>The receiving agent appointed for holders of <i>H Shares</i> listed on the Hong Kong Stock Exchange shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.</p>
<p>Article 17.6</p> <p>The remuneration of an Accountancy Firm or the manner according to which the Accounting Firm's remuneration is to be decided shall be determined by the shareholders in a shareholders' general meeting. The remuneration of an Accounting Firm appointed by the Board shall be determined by the Board.</p>	<p>Article 17.6</p> <p>The remuneration of an Accountancy Firm or the manner according to which the Accounting Firm's remuneration is to be decided shall be determined by the shareholders in a shareholders' general meeting <i>by ordinary resolution</i>. The remuneration of an Accounting Firm appointed by the Board shall be determined by the Board.</p>
<p>Article 17.7</p> <p>The Company's appointment, removal or non-reappointment of an Accounting Firm shall be resolved by the shareholders in a shareholders' general meeting, and shall be filed with the securities governing authorities of the State Council.</p>	<p>Article 17.7</p> <p>The Company's appointment, removal or non-reappointment of an Accounting Firm shall be resolved by the shareholders in a shareholders' general meeting <i>by ordinary resolution</i>, and shall be filed with the securities governing authorities of the State Council.</p>
<p>Article 21.1</p> <p>.....</p> <p>For holders of <i>H shares</i>, the aforesaid document shall also be delivered by post or by means of electronic communication (including but not limited to publication of an announcement on the Company's websites and the website of the Hong Kong Stock Exchange).</p>	<p>Article 21.1</p> <p>.....</p> <p>For holders of <i>H Shares</i>, the aforesaid document shall also be delivered by post or by means of electronic communication (including but not limited to publication of an announcement on the Company's websites and the website of the Hong Kong Stock Exchange).</p>
<p>Article 24.1</p> <p>The Company shall abide by the following principles in dispute resolution:</p> <p>(1) Whenever any disputes or claims pursuant to the rights and obligations conferred by these Articles of Association, the Company Law, other relevant laws</p>	<p>Article 24.1</p> <p>The Company shall abide by the following principles in dispute resolution:</p> <p>(1) Whenever any disputes or claims pursuant to the rights and obligations conferred by these Articles of Association, the Company Law, other relevant laws and</p>

<p>and administrative regulations concerning the affairs of the Company arise between holders of <u>the overseas-listed foreign shares</u> and the Company; holders of <u>the overseas-listed foreign shares</u> and the Directors, supervisors, presidents or other senior officers of the Company, or holders of <u>overseas-listed foreign shares</u> and holders of <u>domestic shares</u>, such disputes or claims shall be referred by the relevant parties to arbitration.</p> <p>.....</p>	<p>.....</p> <p>.....</p>
<p>Article 25.1</p> <p>Any notice, written statement or information (including but not limited to annual report, interim report, quarterly report, notice of meeting, listing document, circular to shareholders, proxy form, reply slip and announcement) made by the Company to the holders of <u>H shares</u> holding registered shares shall be served by hand to the holders of <u>H shares</u> at their respective registered address, or sent by post to all the holders of <u>H shares</u> at their respective addresses which appear in the register of shareholders, or delivered by electronic means (including but not limited to publication of an announcement on the Company's website and the website of the Hong Kong Stock Exchange) in compliance with the laws, administrative regulations and relevant requirements of the securities regulatory authorities of the place of listing, or delivered by other means recognized by the securities regulatory authorities at the place where the Company's shares are listed.</p> <p><u>Any notice issued by the Company to the holders of its domestic shares shall be published on one or more newspapers designated by the securities regulatory authorities of the State, and all holders of domestic shares shall be deemed to have received such notice.</u></p>	<p>Article 25.1</p> <p>Any notice, written statement or information (including but not limited to annual report, interim report, quarterly report, notice of meeting, listing document, circular to shareholders, proxy form, reply slip and announcement) made by the Company to the holders of <u>H Shares</u> holding registered shares shall be served by hand to the holders of <u>H Shares</u> at their respective registered address, or sent by post to all the holders of <u>H Shares</u> at their respective addresses which appear in the register of shareholders, or delivered by electronic means (including but not limited to publication of an announcement on the Company's website and the website of the Hong Kong Stock Exchange) in compliance with the laws, administrative regulations and relevant requirements of the securities regulatory authorities of the place of listing, or delivered by other means recognized by the securities regulatory authorities at the place where the Company's shares are listed.</p> <p><u>Any notice issued by the Company to the holders of A Shares shall be published on one or more newspapers among Shanghai Securities News, Securities Times and China Securities Journal, and designate these newspapers and the website of Shenzhen Stock Exchange as the channels</u></p>

	<i>for publishing announcements and other information required to be disclosed by the Company. All holders of A Shares shall be deemed to have received such notice.</i>
Article 25.2 Unless the context of these Articles of Association otherwise requires, “announcement” referred to in these Articles of Association shall mean, in relation to announcements to holders of <u>domestic shares</u> or announcements to be published in the PRC as required by the relevant requirements and these Articles of Association, announcements published in the newspapers in the PRC and on the websites as designated by the PRC laws and regulations or the securities regulatory authorities of the State Council; whereas in relation to announcements to holders of <u>H shares</u> or announcements to be published in Hong Kong as required by the relevant requirements and these Articles of Association, such announcements published in accordance with the requirements of listing rules of the Hong Kong Stock Exchange on the Company’s website, the website of the Hong Kong Stock Exchange or other websites as required from time to time by the listing rules of the Hong Kong Stock Exchange. 	Article 25.2 Unless the context of these Articles of Association otherwise requires, “announcement” referred to in these Articles of Association shall mean, in relation to announcements to holders of <u>A Shares</u> or announcements to be published in the PRC as required by the relevant requirements and these Articles of Association, announcements published in the newspapers in the PRC and on the websites as designated by the PRC laws and regulations or the securities regulatory authorities of the State Council; whereas in relation to announcements to holders of <u>H Shares</u> or announcements to be published in Hong Kong as required by the relevant requirements and these Articles of Association, such announcements published in accordance with the requirements of listing rules of the Hong Kong Stock Exchange on the Company’s website, the website of the Hong Kong Stock Exchange or other websites as required from time to time by the listing rules of the Hong Kong Stock Exchange.
Article 26.3 Unless otherwise required by the context, the following nouns and phrases shall have the following meanings: “Accounting Firm” have the same meaning as the “Auditor” defined in the Rules Governing the Listing of Securities on the	Article 26.3 Unless otherwise required by the context, the following nouns and phrases shall have the following meanings: <u>“A Shares”</u> <u>the Company’s shares listed on the Shenzhen Stock Exchange, which are subscribed and traded in RMB</u>

Stock Exchange of Hong Kong Limited	<u>“H Shares”</u>	<u>the Company’s shares listed on the Hong Kong Stock Exchange, which are subscribed and traded in Hong Kong dollar</u>
.....	“Accounting Firm”	have the same meaning as the “Auditor” defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited

Notes:

1. *Contents which are shown as “.....” above are provisions in the Articles of Association but are intentionally omitted for the purpose of this announcement as they are not subject to the Proposed Amendments to the Articles of Association.*
2. *The amendments from “A shares” to “A Shares” and from “H shares” to “H Shares” above are only applicable to the English version of the Articles of Association and are not applicable to the Chinese version of the Articles of Association.*

Save and except for the above-mentioned amendments, the other provisions in the Articles of Association shall remain unchanged.

A special resolution will be proposed at (1) the 2023 second extraordinary general meeting (the “**EGM**”) to be held on Tuesday, 28 February 2023 at 3:00 p.m., (2) the 2023 first A share class meeting (the “**A Share Class Meeting**”) to be held on Tuesday, 28 February 2023 after the conclusion of the EGM, and (3) the 2023 first H share class meeting (the “**H Share Class Meeting**”) of the Company to be held on Tuesday, 28 February 2023 after the conclusion of the EGM and the A Share Class Meeting, at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong Province, the PRC, or any adjournment of such meeting for considering and, if thought fit, approving, among other things, the Proposed Amendments to the Articles of Association. A circular containing, among other things, details of the Proposed Amendments to the Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

The amended Articles of Association shall become effective on the date of passing of the relevant resolution at the EGM, the A Share Class Meeting and the H Share Class Meeting. Prior to the passing of the relevant resolution at the EGM, the A Share Class Meeting and the H Share Class Meeting, the prevailing Articles of Association of the Company shall remain valid.

By order of the Board
Hisense Home Appliances Group Co., Ltd.
Dai Hui Zhong
Chairman

Foshan City, Guangdong, the PRC, 13 January 2023

As at the date of this announcement, the Company's executive Directors are Mr. Dai Hui Zhong, Mr. Lin Lan, Mr. Jia Shao Qian, Mr. Fei Li Cheng, Mr. Xia Zhang Zhua and Ms. Gao Yu Ling; and the Company's independent non-executive directors are Mr. Zhong Geng Shen, Mr. Cheung Sai Kit and Mr. Li Zhi Gang.